

# EXHIBIT 7

**Grae vs. Corrections  
Corporation of America, et al.**

**Videotaped Deposition of  
ELEANOR INNES - 30(B)(6)**

**July 10, 2018**

**\*\*\*CONFIDENTIAL\*\*\***



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Eleanor Innes - 30(b)(6)

Page 1	Page 2
<p>1 UNITED STATES DISTRICT COURT</p> <p>2 MIDDLE DISTRICT OF TENNESSEE</p> <p>3 -----x</p> <p>4 NIKKI BOLLINGER GRAE,</p> <p>5 Individually and on Behalf</p> <p>6 of All Others Similarly Civil Action No.</p> <p>7 Situated, 3:16-cv-02267</p> <p>8 Plaintiffs,</p> <p>9 vs.</p> <p>10 CORRECTIONS CORPORATION OF</p> <p>11 AMERICA, ET AL.,</p> <p>12 Defendants.</p> <p>13 -----x</p> <p>14 885 Third Avenue</p> <p>15 New York, New York</p> <p>16 July 10, 2018</p> <p>17 9:07 a.m.</p> <p>18 ***CONFIDENTIAL***</p> <p>19 VIDEOTAPED DEPOSITION of ELEANOR INNES,</p> <p>20 30(b)(6) witness in the above-titled action, held at</p> <p>21 the above time and place, before Eileen Mulvenna,</p> <p>22 CSR/RMR/CRR, Certified Shorthand Reporter,</p> <p>23 Registered Merit Reporter, Certified Realtime</p> <p>24 Reporter, and Notary Public of the State of New</p> <p>25 York.</p> <p>Job No. 10044536</p>	<p>1 A P P E A R A N C E S:</p> <p>2 ROBBINS GELLER RUDMAN &amp; DOWD LLC</p> <p>3 Attorneys for Plaintiffs and the Witness</p> <p>4 414 Union Street, Suite 900</p> <p>5 Nashville, Tennessee 37219</p> <p>6 BY: CHRISTOPHER WOOD, ESQ.</p> <p>7 cwood@grdlaw.com</p> <p>8 -and-</p> <p>9 ROBBINS GELLER RUDMAN &amp; DOWD LLC</p> <p>10 Post-Montgomery Center</p> <p>11 One Montgomery Street, Suite 1800</p> <p>12 San Francisco, California 94104</p> <p>13 BY: WILLOW RADCLIFFE, ESQ.</p> <p>14 wradcliffe@grdlaw.com</p> <p>15 LATHAM &amp; WATKINS LLC</p> <p>16 Attorneys for CoreCivic and the individual</p> <p>17 defendants</p> <p>18 355 South Grand Avenue</p> <p>19 Los Angeles, California 90071-1560</p> <p>20 BY: BRIAN T. GLENNON, ESQ.</p> <p>21 brian.glennon@lw.com</p> <p>22 -and-</p> <p>23 LATHAM &amp; WATKINS LLC</p> <p>24 505 Montgomery Street, Suite 2000</p> <p>25 San Francisco, California 94111-6538</p> <p>BY: MORGAN E. WHITWORTH, ESQ.</p> <p>morgan.whitworth@lw.com</p> <p>RILEY WARNOCK &amp; JACOBSON PLC</p> <p>Attorneys for Defendants</p> <p>1906 West End Avenue</p> <p>Nashville, Tennessee 37203</p> <p>BY: TREY MCGEE, ESQ.</p> <p>tmcgee@rwjplc.com</p> <p>A L S O P R E S E N T:</p> <p>ERIK DAVIDSON, VIDEOGRAPHER</p>
Page 3	Page 4
<p>1 IT IS HEREBY STIPULATED AND AGREED,</p> <p>2 by and between the attorneys for the respective</p> <p>3 parties herein, that filing and sealing be and the</p> <p>4 same are hereby waived.</p> <p>5</p> <p>6 IT IS FURTHER STIPULATED AND AGREED</p> <p>7 that all objections, except as to the form of the</p> <p>8 question, shall be reserved to the time</p> <p>9 of the trial.</p> <p>10</p> <p>11 IT IS FURTHER STIPULATED AND AGREED that</p> <p>12 the within deposition may be signed and sworn to</p> <p>13 before any officer authorized to administer an oath,</p> <p>14 with the same force and effect as if signed and</p> <p>15 sworn to before the officer before whom the</p> <p>16 within deposition was taken.</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>1 I N D E X</p> <p>2 WITNESS EXAMINATION BY PAGE</p> <p>3</p> <p>4 ELEANOR INNES</p> <p>5 MR. GLENNON 9</p> <p>6 MR. WHITWORTH 132</p> <p>7 E X H I B I T S</p> <p>8 INNES PAGE</p> <p>9</p> <p>10 Exhibit D-1 No Bates numbers, 26</p> <p>11 Defendants' Notice of Rule</p> <p>12 30(b)(6) Deposition of Lead</p> <p>13 Plaintiff, Amalgamated</p> <p>14 Bank, as Trustee for the</p> <p>15 LongView Collective</p> <p>16 Investment Fund</p> <p>17 Exhibit D-2 No Bates numbers, 28</p> <p>18 Plaintiffs' Objections and</p> <p>19 Responses to Defendants'</p> <p>20 Notice of Rule 30(b)(6)</p> <p>21 Deposition of Lead</p> <p>22 Plaintiff Amalgamated Bank</p> <p>23 as Trustee for the LongView</p> <p>24 Collective Investment Fund</p> <p>25 (Continued)</p>

Page 5				Page 6			
1	E X H I B I T S			1	(Continued)		
2	Exhibit D-3	No Bates numbers, Plaintiff	41	2	E X H I B I T S		
3		Amalgamated Bank's		3	Exhibit D-7	No Bates numbers,	91
4		Responses and Objections to		4		Declaration of Eleanor	
5		Defendant CoreCivic, Inc.'s		5		Innes in Support of Lead	
6		First Set of		6		Plaintiff's Motion for	
7		Interrogatories to		7		Class Certification,	
8		Plaintiff		8		Appointment of Class	
9	Exhibit D-3A	No Bates numbers, E-mail	43	9		Representative and	
10		Chain		10		Appointment of Class	
11	Exhibit D-4	No Bates numbers, Complaint	75	11		Counsel	
12		for Violations of the		12	Exhibit D-8	No Bates numbers,	97
13		Federal Securities Laws		13		Memorandum of Law in	
14	Exhibit D-5	No Bates numbers,	79	14		Support of Lead Plaintiff's	
15		Certification of Named		15		Motion for Class	
16		Plaintiff Pursuant to		16		Certification, Appointment	
17		Federal Securities Laws		17		of Class Representative and	
18		signed by William Hogan on		18		Appointment of Class	
19		or about the 18th of		19		Counsel	
20		October, 2016		20	(Continued)		
21	Exhibit D-6	No Bates numbers,	83	21			
22		Consolidated Complaint for		22			
23		the Violations of the		23			
24		Federal Securities Laws		24			
25		filed on March 13, 2017		25			

Page 7				Page 8			
1	E X H I B I T S			1	THE VIDEOGRAPHER: We are now on the		
2	Exhibit D-9	No Bates numbers, Plaintiff	108	2	record.		
3		Amalgamated Bank's		3	Today is Tuesday, July 10th, 2018, and		
4		Responses and Objections to		4	the time is approximately 9:07 a.m.		
5		Defendant CoreCivic Inc.'s		5	This is the videotaped deposition of		
6		First Set of Requests for		6	Amalgamated Bank 30(b)(6) being taken in the		
7		Production of Documents to		7	matters of Nikki Bollinger Grae versus		
8		Plaintiff		8	Corrections Corporation of America, et al.,		
9	Exhibit D-10	No Bates numbers, Movant's	166	9	pending in the United States District for the		
10		Purchases and Losses		10	Middle District of Tennessee, Case No.		
11				11	3:16-cv-02267.		
12				12	We are at 885 Third Avenue, New York,		
13				13	New York.		
14				14	My name is Erik Davidson of Aptus		
15				15	Court Reporting.		
16				16	At this time will counsel and all		
17				17	parties present please identify themselves.		
18				18	MR. GLENNON: Brian Glennon of		
19				19	Latham & Watkins on behalf of CoreCivic and		
20				20	the individual defendants.		
21				21	MR. WHITWORTH: Morgan Whitworth from		
22				22	Latham & Watkins on behalf of the defendants.		
23				23	MR. McGEE: Trey McGee, Riley		
24				24	Warnock & Jacobson, on behalf of the		
25				25	defendants.		

Eleanor Innes - 30(b)(6)

<p style="text-align: right;">Page 9</p> <p>1 MR. WOOD: Christopher Wood, Robbins 2 Geller, on behalf of plaintiff and the 3 witness. 4 MS. RADCLIFFE: Willow Radcliffe from 5 Robbins Geller Rudman &amp; Dowd on behalf of the 6 witness and the plaintiff. 7 THE VIDEOGRAPHER: Will the court 8 reporter please swear in the witness. 9 ELEANOR INNES, 10 having been duly sworn by Eileen Mulvenna, 11 a Notary Public of the State of New York, 12 was examined and testified as follows: 13 EXAMINATION 14 BY MR. GLENNON: 15 Q. Good morning, Ms. Innes. 16 A. Good morning. 17 Q. I introduced myself at the outset of 18 the deposition briefly for the record, but just to 19 introduce myself more formally to you, I'm Brian 20 Glennon. I'm with the law firm of Latham &amp; Watkins. 21 I represent CoreCivic and the four individual 22 defendants. 23 To my left is my associate Morgan 24 Whitworth. He's also with my firm. And to his left 25 is Trey McGee. He's our local counsel in Tennessee.</p>	<p style="text-align: right;">Page 10</p> <p>1 Thank you very much for taking the 2 time to be with us this morning. 3 Can we begin by having you spell your 4 full name for the court reporter, please. 5 A. Eleanor Innes, E-L-E-A-N-O-R. Innes, 6 I-N-N-E-S. 7 Q. And, Ms. Innes, where do you presently 8 reside? 9 A. In Jackson Heights, Queens in 10 New York. 11 Q. Can I just get your address for the 12 record, please. 13 A. 8412 35th Avenue, Jackson Heights, 14 New York 11372. 15 Q. Thank you. 16 Ms. Innes, have you been deposed 17 before? 18 A. Yes. 19 Q. I'll come back to that in a moment. 20 How many times? 21 A. Once. 22 Q. Once. Okay. I'll come back to that. 23 Just to ensure that we have a clean 24 transcript and that the deposition moves as 25 efficiently as possible, I'd like to begin by just</p>
<p style="text-align: right;">Page 11</p> <p>1 going over a couple of ground rules, if you don't 2 mind. 3 A. Okay. 4 Q. The first is, throughout the course of 5 the day, I'll be asking you questions and you'll be 6 giving answers. We have a court reporter. This 7 deposition will be transcribed. As a result, it's 8 very important for us to try our best not to talk 9 over one another. If you allow me to finish my 10 questions, I'll allow you to finish your answers. 11 It just makes for a much cleaner transcript. 12 Is that okay? 13 A. Yes. 14 Q. The second is -- the second ground 15 rule is that because this is being recorded and 16 there's a written transcript -- obviously, there's a 17 video as well, but the written transcript will be 18 used -- it's very important to have audible, verbal 19 answers. Uh-huhs and huh-uhs and nods or shakes of 20 the head don't always make for very clear testimony. 21 So to the extent possible, when I ask 22 you a question, if you could respond audibly and 23 verbally as opposed to with the nonverbal gestures. 24 And if I notice any nods or shakes of the head, I'll 25 try to point that out to you.</p>	<p style="text-align: right;">Page 12</p> <p>1 Does that make sense? 2 A. Yes. 3 Q. Good. 4 If at any point during my questions 5 today you don't understand a question, please do not 6 hesitate to ask. I will do my very best to ask as 7 clear of questions as I can, but I don't want you to 8 speculate as to what I mean. If it's not clear, I'm 9 more than happy to clarify or try and figure out 10 what about my question is unclear to you so I can 11 correct it, adjust it and help you answer it 12 accurately. 13 Is that acceptable? 14 A. Yes. 15 Q. Now, you understand that you're under 16 oath in this deposition. The court reporter at the 17 beginning of the deposition swore you in. And what 18 that means is that even though we're not in a court 19 of law now, your testimony has the same force and 20 effect as if you were testifying in court. 21 Do you understand that? 22 A. Yes. 23 Q. You will have at the conclusion of 24 this deposition a period of time -- we'll work with 25 your counsel to allow you to review the transcript.</p>

<p style="text-align: right;">Page 13</p> <p>1 You can make corrections to the transcript. If you</p> <p>2 substantively change your answers, I will have the</p> <p>3 opportunity to comment on that at a later point in</p> <p>4 time or at trial.</p> <p>5 Do you understand that?</p> <p>6 A. Yes.</p> <p>7 Q. Your attorneys will from time to time</p> <p>8 object. Unless they specifically instruct you not</p> <p>9 to answer, you're still required to answer the</p> <p>10 question.</p> <p>11 Does that make sense?</p> <p>12 A. Yes.</p> <p>13 Q. If you need a break at any time,</p> <p>14 please let me know, for any reason. The only thing</p> <p>15 I ask is that if there is a question pending, you</p> <p>16 answer the question, and then I'll accommodate your</p> <p>17 desire to take a break.</p> <p>18 Is that acceptable?</p> <p>19 A. Yes.</p> <p>20 Q. If I say "CoreCivic" in this case, I'm</p> <p>21 also referring to Corrections Corporation of</p> <p>22 America. You realize that over the course of this</p> <p>23 lawsuit, Corrections Corporation of America</p> <p>24 rebranded is now known as CoreCivic.</p> <p>25 You'll understand that I'm referring</p>	<p style="text-align: right;">Page 14</p> <p>1 to CCA when I say "CoreCivic"; does that make sense?</p> <p>2 A. Yes.</p> <p>3 Q. Is there any reason why you can't give</p> <p>4 complete and your best testimony today?</p> <p>5 A. No.</p> <p>6 Q. Ms. Innes, I'd like to start by</p> <p>7 talking about some of the preparations you went</p> <p>8 through in connection with this deposition.</p> <p>9 I'm assuming you did do some</p> <p>10 preparation for this deposition; is that correct?</p> <p>11 A. Yes.</p> <p>12 Q. Did you meet with anybody?</p> <p>13 A. Yes.</p> <p>14 Q. Who did you meet with?</p> <p>15 A. I've met with Amalgamated Bank's</p> <p>16 internal general counsel, and I've also met with our</p> <p>17 legal representation.</p> <p>18 Q. And by "legal representation," you</p> <p>19 mean outside counsel?</p> <p>20 A. Yes.</p> <p>21 Q. With respect to inside counsel, how</p> <p>22 many times did you meet with in-house counsel at</p> <p>23 Amalgamated Bank?</p> <p>24 A. I'm not sure, but it was a handful of</p> <p>25 times.</p>
<p style="text-align: right;">Page 15</p> <p>1 Q. More or less than five times?</p> <p>2 A. Probably more than five, less than</p> <p>3 ten.</p> <p>4 Q. Okay. More than five, less than ten.</p> <p>5 Can you give me the rough time period</p> <p>6 during which those meetings took place?</p> <p>7 A. It would have been from May 2018</p> <p>8 through today.</p> <p>9 Q. Can you give me an estimate about how</p> <p>10 long each of those meetings took place?</p> <p>11 A. Can you --</p> <p>12 Q. A ballpark would be fine, your best</p> <p>13 estimate.</p> <p>14 A. Half hour to three hours, four hours.</p> <p>15 Q. So it ranged from between half an hour</p> <p>16 to three or four hours?</p> <p>17 A. Yep -- yes.</p> <p>18 Q. And during the course of those</p> <p>19 meetings, did you and in-house counsel review any</p> <p>20 documents?</p> <p>21 A. Yes.</p> <p>22 Q. Did any of those documents refresh</p> <p>23 your recollection on any of the events or the</p> <p>24 allegations at issue in this lawsuit?</p> <p>25 A. I'm not sure I understand the</p>	<p style="text-align: right;">Page 16</p> <p>1 question.</p> <p>2 Q. Okay. You said you reviewed</p> <p>3 documents.</p> <p>4 A. Yes.</p> <p>5 Q. Were they court filings?</p> <p>6 A. Some of them, yes.</p> <p>7 Q. And you familiarized yourself with</p> <p>8 this lawsuit in connection with your preparation for</p> <p>9 this case; is that correct?</p> <p>10 A. Yes.</p> <p>11 Q. And I don't need to ask about the</p> <p>12 court filings. I'm now focused on documents other</p> <p>13 than court filings that you may have reviewed with</p> <p>14 in-house counsel during your prep period.</p> <p>15 A. Okay.</p> <p>16 Q. Did any of those documents refresh</p> <p>17 your recollection or remind you of events, facts,</p> <p>18 dates, times, people that are relevant to the</p> <p>19 allegations and the litigation as reflected in the</p> <p>20 pleadings?</p> <p>21 MR. WOOD: Objection to form.</p> <p>22 THE WITNESS: I'm -- if I could just</p> <p>23 get clarification by what you mean by</p> <p>24 "refresh," I guess is where I'm having</p> <p>25 difficulty. Refresh from --</p>

Page 17

1 BY MR. GLENNON:  
 2 Q. Let me try it this way. No, it's -- I  
 3 understand.  
 4 Were these all documents that you were  
 5 looking at and learning new facts, or are these  
 6 documents that you looked at and thought to  
 7 yourself, okay, now I remember what happened at the  
 8 time of this investment or what happened at the time  
 9 of this disclosure?  
 10 Do you understand the distinction I'm  
 11 drawing?  
 12 A. I believe so.  
 13 Q. Okay.  
 14 A. I was familiar with the case from  
 15 internal meetings when we first -- when Amalgamated  
 16 Bank first decided to go forth with the litigation.  
 17 So I was aware of the litigation, but I did not have  
 18 details.  
 19 Q. Okay. And on those initial meetings,  
 20 were those meetings with in-house counsel?  
 21 A. Yes.  
 22 Q. Did anybody outside -- can you --  
 23 sorry. Strike that.  
 24 Focusing now on those initial meetings  
 25 when you first became aware of the lawsuit, who --

Page 19

1 A. Yes.  
 2 Q. How many times?  
 3 A. To clarify, conference calls and in  
 4 person?  
 5 Q. Conference calls and in person,  
 6 please.  
 7 A. Four or five times.  
 8 Q. When was the first time?  
 9 A. I can't recall.  
 10 Q. Would you say --  
 11 A. In the last couple months.  
 12 Q. Okay. So the first meeting -- okay.  
 13 Strike that.  
 14 So all four or five meetings would  
 15 have taken place in the last couple months; is that  
 16 accurate?  
 17 A. Yes. Yes.  
 18 Q. Can you give me some estimate as to  
 19 the length of those meetings.  
 20 A. Anywhere from an hour to four hours.  
 21 Q. An hour to four hours.  
 22 And during any of those meetings, did  
 23 you review any documents?  
 24 A. Yes.  
 25 Q. Now, earlier you had mentioned that

Page 18

1 can you give me a general list of who attended those  
 2 meetings?  
 3 A. These would be internal meetings with  
 4 Amalgamated Bank's trust committee, which would --  
 5 the people who attend the trust committee are  
 6 obviously the trust committee members and coworkers  
 7 of the investment management division.  
 8 Q. And the general counsel as well,  
 9 members of the --  
 10 A. Yes.  
 11 Q. -- of the general counsel's office?  
 12 A. Yes.  
 13 Q. And just to be clear, those were  
 14 meetings in which you became initially familiar with  
 15 the allegations in the complaint or the nature of  
 16 the lawsuit?  
 17 A. Yes.  
 18 Q. And then sometime after that, you met  
 19 with the general counsel, in-house counsel on a  
 20 handful of the occasions ranging from 30 minutes to  
 21 four to five hours with the specific intent of  
 22 preparing for this deposition?  
 23 A. Yes.  
 24 Q. You also mentioned that you met with  
 25 outside counsel?

Page 20

1 you had reviewed documents initially, earlier in the  
 2 case, when you were with the trust committee and  
 3 counsel when you were first becoming familiarized  
 4 with the potential lawsuit.  
 5 Do you recall that testimony?  
 6 A. Yes.  
 7 Q. And then later you had the meetings  
 8 you just described with outside counsel?  
 9 A. Yes.  
 10 Q. Did any of the meetings with outside  
 11 counsel refresh your recollection on any of the  
 12 events at issue in the lawsuit? And by that, by  
 13 example, but not by limitation, I mean the  
 14 investment decision, the dates of the investment,  
 15 the amount, that sort of thing.  
 16 MR. WOOD: Objection to the form.  
 17 THE WITNESS: So that was a little  
 18 long.  
 19 BY MR. GLENNON:  
 20 Q. I can break it down.  
 21 A. Can you just break it down? Because  
 22 now you're adding additional --  
 23 Q. That's fine.  
 24 Do you remember earlier when we talked  
 25 about the difference between becoming familiar, in



Page 21

1 the first instance, with the allegations in the

2 complaints versus being refreshed on something that

3 you may have known previously?

4 A. Okay.

5 Q. Do you recall discussing that?

6 A. Yes.

7 Q. Okay. Using that same distinction, my

8 question to you is, during any of the meetings now

9 with outside counsel, did you review any documents

10 in preparation for today's deposition that refreshed

11 your recollection as to the facts in this lawsuit?

12 A. Yes.

13 Q. What documents would those have been?

14 A. Oh, there was many documents, so --

15 Q. Can you give me your best

16 recollections of what those were.

17 A. So there were the memorandums from

18 Judge Aleta Trauger. There were the motion to

19 become lead plaintiff. There was the initial motion

20 regarding the case. I don't know what the official

21 legal name is, but there were many, many documents

22 that were reviewed.

23 Q. Were they all court filings?

24 A. No.

25 Q. Can you describe for me the non-court

Page 23

1 you looked at documents that sort of refreshed your

2 recollection, you were talking about court pleadings

3 to begin with.

4 Do you recall that?

5 A. Yes.

6 Q. So I'm focused now on the five

7 documents on corporate governance.

8 A. Yes.

9 Q. What were the contents specifically in

10 those documents that caused you to refer to them in

11 response to my question?

12 MR. WOOD: Objection to form.

13 THE WITNESS: They were the initial

14 documents that brought up the litigation

15 against CCA during our meeting.

16 BY MR. GLENNON:

17 Q. So what --

18 A. So I originally -- go ahead.

19 Q. No, that was my fault. You corrected

20 me. Please.

21 A. I originally saw those documents

22 when -- some of them -- I'm not sure all of them --

23 when they were first put together in 2016.

24 Q. Do you have any more specific

25 recollection as to the date, beyond 2016, with

Page 22

1 filings that refreshed your recollection in

2 preparation for your deposition today?

3 A. There were some internal documents

4 that we reviewed going back to when Amalgamated

5 first started to pursue the case in 2016.

6 Q. Can you give me an estimate as to how

7 many internal documents you reviewed going back to

8 when Amalgamated first started to investigate the

9 case.

10 A. There weren't many. A handful.

11 Q. Five?

12 A. Less than five.

13 Q. Less than five.

14 Can you describe generally for me the

15 content of those documents.

16 A. It would be regarding our corporate

17 governance program and what litigation the bank was

18 pursuing.

19 Q. And what about those documents

20 refreshed your recollection in connection with your

21 preparation for today's deposition?

22 A. Can you just rephrase. Because it was

23 just reviewing documents that I had seen before

24 through meetings.

25 Q. When I was asking you about whether

Page 24

1 respect to those documents you've been discussing?

2 A. Can you just rephrase the question.

3 Q. Yes.

4 Do you have any more specific date of

5 those documents? If I understood your testimony

6 correctly, you said they were just the initial

7 documents that discussed the litigation from 2016.

8 And I'm asking, do you have a more

9 specific date as to when those documents were dated?

10 A. Towards the end of 2016. No, I don't

11 because I can't -- no, I don't. I can't remember

12 exactly when those documents were dated.

13 Q. That's fine. Thank you.

14 Ms. Innes, how long have you been an

15 employee at Amalgamated Bank?

16 A. Eight years.

17 Q. And before joining Amalgamated Bank,

18 where were you employed?

19 A. Mutual of America Capital Management.

20 Q. How long were you at Mutual of

21 America?

22 A. About ten years.

23 Q. And what is your current job title at

24 Amalgamated?

25 A. Senior vice president and director of



<p>Page 25</p> <p>1 equities.</p> <p>2 <b>Q. Can you provide me with a general</b></p> <p>3 <b>overview of your job responsibilities as senior</b></p> <p>4 <b>vice president and director of equities?</b></p> <p>5 A. I'm responsible for managing our</p> <p>6 in-house indexed and custom indexed equity business,</p> <p>7 along with oversight of subadvisors in conjunction</p> <p>8 with the investment management team, along with</p> <p>9 product development and client marketing and</p> <p>10 reporting.</p> <p>11 <b>Q. And going back for a moment to your</b></p> <p>12 <b>employment at Mutual of America Capital Management,</b></p> <p>13 <b>can you provide an overview of your job</b></p> <p>14 <b>responsibilities while you were employed there?</b></p> <p>15 A. I was an indexed fund manager and also</p> <p>16 an equity analyst.</p> <p>17 <b>Q. And you're not a lawyer?</b></p> <p>18 A. No.</p> <p>19 <b>Q. Who do you report to at Amalgamated?</b></p> <p>20 A. Jim Lingberg.</p> <p>21 <b>Q. Can you spell that for the record,</b></p> <p>22 <b>please.</b></p> <p>23 A. Jim, J-I-M, Lingberg, L-I-N-G-B-E-R-G.</p> <p>24 <b>Q. What is Jim's title?</b></p> <p>25 A. Chief trust officer.</p>	<p>Page 26</p> <p>1 <b>Q. And do you have any individuals or</b></p> <p>2 <b>employees reporting directly to you?</b></p> <p>3 A. Yes.</p> <p>4 <b>Q. And could you provide a list of those</b></p> <p>5 <b>employees for me, please.</b></p> <p>6 A. One, Kevin Kang.</p> <p>7 <b>Q. Kevin is the only employee currently</b></p> <p>8 <b>reporting directly to you?</b></p> <p>9 A. Yes.</p> <p>10 <b>Q. Ms. Innes, I am going to take a moment</b></p> <p>11 <b>to introduce a couple of exhibits.</b></p> <p>12 MR. GLENNON: We'll mark this as</p> <p>13 Defendants' Exhibit 1.</p> <p>14 (Innes Exhibit D-1, No Bates numbers,</p> <p>15 Defendants' Notice of Rule 30(b)(6)</p> <p>16 Deposition of Lead Plaintiff, Amalgamated</p> <p>17 Bank, as Trustee for the LongView Collective</p> <p>18 Investment Fund, marked for identification.)</p> <p>19 BY MR. GLENNON:</p> <p>20 <b>Q. Ms. Innes, if you could just take a</b></p> <p>21 <b>moment to familiarize yourself with this document.</b></p> <p>22 (Reviewing.)</p> <p>23 <b>Q. Ms. Innes, have you had an opportunity</b></p> <p>24 <b>to review Defendants' Exhibit 1?</b></p> <p>25 A. Yes.</p>
<p>Page 27</p> <p>1 <b>Q. Have you seen Defendants' Exhibit 1?</b></p> <p>2 A. Yes.</p> <p>3 <b>Q. You understand that this is</b></p> <p>4 <b>Defendants' Notice of Rule 30(b)(6) Deposition of</b></p> <p>5 <b>Lead Plaintiff, Amalgamated Bank, as Trustee for the</b></p> <p>6 <b>LongView Collective Investment Fund?</b></p> <p>7 A. Yes.</p> <p>8 <b>Q. Do you understand that this was our</b></p> <p>9 <b>notice of deposition for Amalgamated Bank?</b></p> <p>10 A. Yes.</p> <p>11 <b>Q. And are you familiar generally with</b></p> <p>12 <b>the topics of deposition that are listed in</b></p> <p>13 <b>Defendants' Exhibit 1?</b></p> <p>14 A. Yes.</p> <p>15 <b>Q. And you understand that you have been</b></p> <p>16 <b>designated by plaintiff as the corporate</b></p> <p>17 <b>representative of Amalgamated Bank in this</b></p> <p>18 <b>deposition?</b></p> <p>19 A. Yes.</p> <p>20 <b>Q. And you realize that that means you're</b></p> <p>21 <b>testifying on behalf of Amalgamated Bank?</b></p> <p>22 A. Yes.</p> <p>23 <b>Q. And you're generally familiar with the</b></p> <p>24 <b>topics that are listed in Defendants' Exhibit 1?</b></p> <p>25 A. Yes.</p>	<p>Page 28</p> <p>1 MR. WOOD: Brian, I'll just note for</p> <p>2 the record that we did serve objections to</p> <p>3 certain of these --</p> <p>4 MR. GLENNON: They're coming next.</p> <p>5 MR. WOOD: All right.</p> <p>6 (Innes Exhibit D-2, No Bates numbers,</p> <p>7 Plaintiffs' Objections and Responses to</p> <p>8 Defendants' Notice of Rule 30(b)(6)</p> <p>9 Deposition of Lead Plaintiff Amalgamated Bank</p> <p>10 as Trustee for the LongView Collective</p> <p>11 Investment Fund, marked for identification.)</p> <p>12 BY MR. GLENNON:</p> <p>13 <b>Q. Ms. Innes, I'm handing you now what</b></p> <p>14 <b>will be marked as Defendants' Exhibit 2.</b></p> <p>15 <b>This is Plaintiffs' Objections and</b></p> <p>16 <b>Responses to Defendants' Notice of Rule 30(b)(6)</b></p> <p>17 <b>Deposition of Lead Plaintiff Amalgamated Bank as</b></p> <p>18 <b>Trustee for the LongView Collective Investment Fund.</b></p> <p>19 <b>If you could just take a moment to</b></p> <p>20 <b>familiarize yourself with that document.</b></p> <p>21 (Reviewing.)</p> <p>22 <b>Q. Ms. Innes, have you had an opportunity</b></p> <p>23 <b>to review Defendants' Exhibit 2?</b></p> <p>24 A. Yes.</p> <p>25 <b>Q. And you understand that these are</b></p>

<p style="text-align: right;">Page 29</p> <p>1 plaintiffs' objections and responses to what I</p> <p>2 previously marked as Defendants' Exhibit 1?</p> <p>3 A. Yes.</p> <p>4 Q. And without going through each and</p> <p>5 every request, you'll see that a number of them,</p> <p>6 such as Response to Topic of Examination No. 2,</p> <p>7 No. 3, No. 4, No. 5, so on and so forth -- we'll</p> <p>8 come back and talk about these individually</p> <p>9 throughout the deposition, but you'll see that, in</p> <p>10 response to a number of these, plaintiffs represent</p> <p>11 that they will designate a witness to testify on</p> <p>12 that particular topic?</p> <p>13 If it would help, they're generally</p> <p>14 the last sentence where there is such an agreement</p> <p>15 of the response to the topic of examination.</p> <p>16 A. Yes.</p> <p>17 Q. And you understand, as we discussed</p> <p>18 previously, that where plaintiffs have said that</p> <p>19 they will designate a witness to talk about the</p> <p>20 specific topics of examination, that witness is you?</p> <p>21 A. Yes.</p> <p>22 Q. And you're prepared to speak to those</p> <p>23 topics of examination for which plaintiffs have</p> <p>24 represented that they will designate a witness to</p> <p>25 testify on that subject matter?</p>	<p style="text-align: right;">Page 30</p> <p>1 A. To the best of my ability, yes.</p> <p>2 Q. And Amalgamated is not going to put</p> <p>3 forth any other witness to talk about any subset of</p> <p>4 these requests, the requests that the plaintiffs</p> <p>5 have represented they will designate a witness.</p> <p>6 They've designated you for all such requests;</p> <p>7 correct?</p> <p>8 MR. WOOD: Objection to form.</p> <p>9 THE WITNESS: I'm not sure.</p> <p>10 BY MR. GLENNON:</p> <p>11 Q. Okay. As you sit here today, are you</p> <p>12 aware of any other witness from Amalgamated Bank</p> <p>13 that is preparing to testify or will testify on any</p> <p>14 of these subject matters other than you?</p> <p>15 A. No.</p> <p>16 Q. Thank you.</p> <p>17 And to the best of your abilities, you</p> <p>18 said you prepared to speak for Amalgamated on each</p> <p>19 of the deposition topic areas for which counsel said</p> <p>20 they would produce a witness?</p> <p>21 A. Yes.</p> <p>22 Q. Without disclosing any discussions you</p> <p>23 had you either in privileged sessions with in-house</p> <p>24 counsel or with your outside counsel, have you had</p> <p>25 any discussions with anybody else at Amalgamated</p>
<p style="text-align: right;">Page 31</p> <p>1 about who is the proper person to testify about</p> <p>2 these subject matters on behalf of Amalgamated?</p> <p>3 A. Yes.</p> <p>4 Q. Who did you have those discussions</p> <p>5 with?</p> <p>6 A. Jim Lingberg.</p> <p>7 Q. That's your supervisor?</p> <p>8 A. Yes.</p> <p>9 Q. And how many discussions with Jim did</p> <p>10 you have about whether or not you were the best</p> <p>11 person to testify about these subject matters?</p> <p>12 A. One.</p> <p>13 Q. And can you summarize that discussion</p> <p>14 for me.</p> <p>15 A. It was a general discussion on the</p> <p>16 amount of time it would take to go through the</p> <p>17 depositions and the litigation.</p> <p>18 Q. Fair to say that the discussion was</p> <p>19 basically logistic in terms of the demands it was</p> <p>20 going to take out of your schedule to perform in</p> <p>21 this capacity?</p> <p>22 A. Yes.</p> <p>23 Q. Did you discuss the substance of your</p> <p>24 testimony with Jim in connection with that</p> <p>25 discussion?</p>	<p style="text-align: right;">Page 32</p> <p>1 A. No.</p> <p>2 Q. Did you have any discussions with</p> <p>3 anybody else, again outside of privileged</p> <p>4 discussions, about whether you should be the</p> <p>5 designee on behalf of Amalgamated to testify on the</p> <p>6 subject matters we were just discussing?</p> <p>7 A. No.</p> <p>8 Q. Do you know why you were selected as</p> <p>9 the designated Amalgamated witness?</p> <p>10 MR. WOOD: I'm just going to object to</p> <p>11 the extent it calls for privileged</p> <p>12 information.</p> <p>13 But if you can answer that question</p> <p>14 without divulging privileged information from</p> <p>15 general counsel or outside counsel, you can</p> <p>16 answer it.</p> <p>17 THE WITNESS: As the director of</p> <p>18 equities and a portfolio manager for some of</p> <p>19 the LongView funds, it makes sense for me to</p> <p>20 be the designated witness.</p> <p>21 BY MR. GLENNON:</p> <p>22 Q. Is that because you have unique and</p> <p>23 specific knowledge about those investments and those</p> <p>24 funds given your role?</p> <p>25 A. To clarify, I wouldn't say it would be</p>

<p style="text-align: right;">Page 33</p> <p>1 unique information, but I am the closest to managing 2 those portfolios. 3 <b>Q. Outside of general counsel or outside 4 counsel, would you say you're the closest to the 5 claims asserted in this litigation?</b> 6 MR. WOOD: Objection to form. 7 THE WITNESS: Can you clarify what you 8 mean by "closest to." 9 BY MR. GLENNON: 10 <b>Q. Sure.</b> 11 A. Thank you. 12 <b>Q. When we were asking how you were 13 designated to serve in this capacity today, one of 14 the things you said is that you were closest to 15 managing those portfolios.</b> 16 <b>Do you recall that testimony?</b> 17 A. Yes. 18 <b>Q. What I'm asking is, was any 19 consideration, to your knowledge, given to your 20 level of involvement or knowledge of the underlying 21 litigation, or was the primary driver in making the 22 decision to designate you your knowledge of the 23 portfolios?</b> 24 MR. WOOD: Objection. 25 Again, just I caution you not to</p>	<p style="text-align: right;">Page 34</p> <p>1 reveal any privileged information, but you 2 can answer if you know and can do so without 3 revealing that information. 4 THE WITNESS: I do not believe I was 5 chosen specifically because I am an index 6 fund manager. 7 Does that answer your question? 8 BY MR. GLENNON: 9 <b>Q. It does.</b> 10 A. Yeah. 11 <b>Q. Why is it that you do not believe you 12 were chosen specifically because you were an index 13 fund manager?</b> 14 A. There are other representatives of the 15 bank that would do just as good a job as I will in 16 representing the bank in this litigation. 17 <b>Q. So without disclosing the contents of 18 privileged communications, why is it you believe you 19 were selected to sit in this chair today as opposed 20 to the other individuals that you felt would do just 21 as good a job in that capacity?</b> 22 MR. WOOD: Objection to form. 23 THE WITNESS: Part of it is schedule. 24 Part of it is timing. 25</p>
<p style="text-align: right;">Page 35</p> <p>1 BY MR. GLENNON: 2 <b>Q. Was your particular unique or more 3 intimate knowledge of the litigation itself a factor 4 in selecting you to serve in this capacity?</b> 5 MR. WOOD: Objection to form. 6 THE WITNESS: Over some other 7 individuals, yes; but not a deciding factor 8 overall. 9 BY MR. GLENNON: 10 <b>Q. Who was involved in making the 11 decision to designate you as the corporate 12 representative for Amalgamated?</b> 13 A. I'm not sure of everyone who was 14 involved. 15 <b>Q. Do you recall who informed you that 16 you were going to be designated as the corporate 17 representative for Amalgamated?</b> 18 A. Jim Lingberg. 19 <b>Q. Was this the same discussion you 20 talked about earlier where you said it was a general 21 discussion about the time and the requirements of 22 serving in this role?</b> 23 A. No. No. 24 <b>Q. It was a different conversation?</b> 25 A. It was a quick conversation in a</p>	<p style="text-align: right;">Page 36</p> <p>1 general meeting. Not even -- a quick comment in a 2 general meeting. 3 <b>Q. I see.</b> 4 <b>When did that general meeting take 5 place?</b> 6 A. May of this year. 7 <b>Q. I want to go back a moment.</b> 8 <b>You testified at the beginning that 9 you had been deposed before.</b> 10 A. Yes. 11 <b>Q. Were you deposed in your individual 12 capacity or were you giving testimony on behalf of 13 Amalgamated?</b> 14 A. I was giving testimony on behalf of 15 Amalgamated Bank. 16 <b>Q. That was in connection with another 17 litigation?</b> 18 A. Yes. 19 <b>Q. Which litigation was that?</b> 20 A. Ebix. 21 <b>Q. Can you spell that, please.</b> 22 A. E-B-I-X. 23 <b>Q. What kind of lawsuit was that?</b> 24 A. It was a derivatives lawsuit. 25 <b>Q. In this context, is that a shareholder</b></p>

<p style="text-align: right;">Page 37</p> <p>1 derivative lawsuit?</p> <p>2 A. Yes.</p> <p>3 <b>Q. When was that testimony given?</b></p> <p>4 A. April of 2018, a couple months ago.</p> <p>5 I'm not sure of the date.</p> <p>6 <b>Q. Can you describe generally the nature</b></p> <p>7 <b>of the testimony you provided in the Ebix</b></p> <p>8 <b>shareholder derivative litigation.</b></p> <p>9 MR. WOOD: So my understanding is that</p> <p>10 there's a protective order that covers that</p> <p>11 testimony.</p> <p>12 I think if you can describe it</p> <p>13 generally, that's fine.</p> <p>14 MR. GLENNON: One moment. On this --</p> <p>15 that's fine. We also can mark this portion</p> <p>16 of the transcript confidential under</p> <p>17 protective order.</p> <p>18 MR. WOOD: I'm going to mark the whole</p> <p>19 transcript confidential, but it's not my</p> <p>20 case, so I don't know how to deal with that.</p> <p>21 I can't have her testify about information</p> <p>22 which has been marked confidential by someone</p> <p>23 else.</p> <p>24 MR. GLENNON: I understand.</p> <p>25 MR. WOOD: Again, she can talk about</p>	<p style="text-align: right;">Page 38</p> <p>1 it generally. I think that's fine.</p> <p>2 BY MR. GLENNON:</p> <p>3 <b>Q. So keeping your testimony generally,</b></p> <p>4 <b>can you give me, in essence, the gist of your</b></p> <p>5 <b>testimony as corporate representative in the</b></p> <p>6 <b>shareholder derivative litigation that you were just</b></p> <p>7 <b>describing?</b></p> <p>8 A. On behalf of our shareholders in the</p> <p>9 LongView funds, we were looking to -- or are looking</p> <p>10 to recover shareholder value regarding the structure</p> <p>11 of Ebix, corporate structure.</p> <p>12 <b>Q. Can you clarify the "corporate</b></p> <p>13 <b>structure" piece of your testimony.</b></p> <p>14 A. There were misleading statements made</p> <p>15 by senior officials in Ebix that led to a decrease</p> <p>16 in valuation of the stock based on -- there were a</p> <p>17 lot of different details regarding the corporate</p> <p>18 structure of the security and also the involvement</p> <p>19 of senior management that we were challenging -- or</p> <p>20 are challenging. Pardon me.</p> <p>21 <b>Q. Is Amalgamated a named plaintiff in</b></p> <p>22 <b>the Ebix shareholder derivative litigation?</b></p> <p>23 A. I believe so, yes.</p> <p>24 <b>Q. Is Amalgamated the lead plaintiff in</b></p> <p>25 <b>the Ebix shareholder derivative litigation?</b></p>
<p style="text-align: right;">Page 39</p> <p>1 A. Yes.</p> <p>2 <b>Q. Who's your counsel for Amalgamated in</b></p> <p>3 <b>the Ebix shareholder derivative litigation?</b></p> <p>4 A. I recall the lawyer's name, not the</p> <p>5 firm.</p> <p>6 <b>Q. Do you know whether it's the same firm</b></p> <p>7 <b>that's representing you in this litigation?</b></p> <p>8 A. No, it is not.</p> <p>9 <b>Q. Going back quickly to the topics that</b></p> <p>10 <b>we discussed that you've been put forth to testify</b></p> <p>11 <b>about today in this litigation, do you believe that</b></p> <p>12 <b>you're the best person to represent Amalgamated at</b></p> <p>13 <b>this deposition in answering the questions that</b></p> <p>14 <b>you've been designated for?</b></p> <p>15 A. Yes.</p> <p>16 <b>Q. Are there any other individuals at</b></p> <p>17 <b>Amalgamated that you feel, with respect, again, to</b></p> <p>18 <b>the topics we're talking about that are listed in</b></p> <p>19 <b>actually both Defendants' Exhibit 1 and 2, that have</b></p> <p>20 <b>more knowledge than you on those particular topics?</b></p> <p>21 MR. WOOD: Objection to form.</p> <p>22 THE WITNESS: At this time, no.</p> <p>23 BY MR. GLENNON:</p> <p>24 <b>Q. Ms. Innes, I'd like to direct your</b></p> <p>25 <b>attention to page 11 of Defendants' Exhibit 2, Topic</b></p>	<p style="text-align: right;">Page 40</p> <p>1 <b>Examination -- Topic of Examination No. 20.</b></p> <p>2 <b>Do you have that in front of you?</b></p> <p>3 A. Yes.</p> <p>4 <b>Q. I'm going to just read the topic into</b></p> <p>5 <b>the record.</b></p> <p>6 <b>Topic of Examination No. 20 provides,</b></p> <p>7 <b>"Facts, knowledge and information relating to</b></p> <p>8 <b>Amalgamated's past, present or prospective</b></p> <p>9 <b>participation as a named representative of a class</b></p> <p>10 <b>or purported class in any other action."</b></p> <p>11 <b>Do you see that?</b></p> <p>12 A. Yes.</p> <p>13 <b>Q. And looking down at the response,</b></p> <p>14 <b>there's -- the response is made subject to</b></p> <p>15 <b>objections, but the second sentence reads, and I</b></p> <p>16 <b>quote, "Plaintiff will designate a witness to</b></p> <p>17 <b>testify generally about Amalgamated's role as a</b></p> <p>18 <b>class representative in other securities actions</b></p> <p>19 <b>since October 18, 2013."</b></p> <p>20 <b>Do you see that?</b></p> <p>21 A. Yes.</p> <p>22 <b>Q. And we talked earlier that you</b></p> <p>23 <b>understand that person is you?</b></p> <p>24 A. Yes.</p> <p>25 <b>Q. And you're prepared to discuss that</b></p>



<p style="text-align: right;">Page 41</p> <p>1 topic; is that correct?</p> <p>2 A. Generally, I'm prepared to discuss</p> <p>3 that topic, yes.</p> <p>4 Q. Has Amalgamated served as a lead</p> <p>5 plaintiff in other securities class actions?</p> <p>6 A. Yes.</p> <p>7 Q. How many?</p> <p>8 A. I'm not sure.</p> <p>9 Q. Ms. Innes, I'm going to have the court</p> <p>10 reporter mark as Exhibit 3 Plaintiff Amalgamated</p> <p>11 Bank's Responses and Objections to Defendant</p> <p>12 CoreCivic's First Set of Interrogatories to</p> <p>13 Plaintiff.</p> <p>14 If you could just take a moment to</p> <p>15 familiarize yourself with that document, please.</p> <p>16 (Innes Exhibit D-3, No Bates numbers,</p> <p>17 Plaintiff Amalgamated Bank's Responses and</p> <p>18 Objections to Defendant CoreCivic, Inc.'s</p> <p>19 First Set of Interrogatories to Plaintiff,</p> <p>20 marked for identification.)</p> <p>21 (Reviewing.)</p> <p>22 BY MR. GLENNON:</p> <p>23 Q. Ms. Innes, you had an opportunity now</p> <p>24 to review what we have marked as Defendants'</p> <p>25 Exhibit 3?</p>	<p style="text-align: right;">Page 42</p> <p>1 A. Yes.</p> <p>2 Q. And you understand that Defendants'</p> <p>3 Exhibit 3 is Plaintiff Amalgamated Bank's Responses</p> <p>4 and Objections to Defendant CoreCivic, Inc.'s First</p> <p>5 Set of Interrogatories to Plaintiff?</p> <p>6 A. Yes.</p> <p>7 Q. Is this one of the documents that you</p> <p>8 reviewed in preparation for your deposition today?</p> <p>9 A. If I recall correctly, yes. Yes.</p> <p>10 Q. I'd like to direct your attention to</p> <p>11 page 4, Interrogatory 1.</p> <p>12 A. Yes.</p> <p>13 Q. I won't read the entire interrogatory</p> <p>14 or response into the record, but, to summarize,</p> <p>15 Interrogatory 1 asked for a list of all actions and</p> <p>16 lawsuits in which you, Amalgamated, has been named</p> <p>17 as a plaintiff or class representative, along with</p> <p>18 some other information.</p> <p>19 And then lower on that page, subject</p> <p>20 to general objections and objections, there's a</p> <p>21 bullet point list of three lawsuits.</p> <p>22 Do you see that?</p> <p>23 A. Yes.</p> <p>24 Q. Ms. Innes, I'm going to have the court</p> <p>25 reporter mark as Defendants' Exhibit 3A an e-mail</p>
<p style="text-align: right;">Page 43</p> <p>1 from Chris Wood dated Friday, July 6th, 2018, at</p> <p>2 1:42 p.m., to Faraz Mohammadi, and a number of other</p> <p>3 individuals listed on the cc line.</p> <p>4 (Innes Exhibit D-3A, No Bates numbers,</p> <p>5 E-mail Chain, marked for identification.)</p> <p>6 BY MR. GLENNON:</p> <p>7 Q. You can take a moment to read the</p> <p>8 e-mail. It's not very long.</p> <p>9 (Reviewing.)</p> <p>10 Q. Ms. Innes, have you had an opportunity</p> <p>11 to review Defendants' Exhibit 3A?</p> <p>12 A. Yes.</p> <p>13 Q. And do you understand that in this</p> <p>14 e-mail communication that we've marked as</p> <p>15 Defendants' 3A, the plaintiff is essentially</p> <p>16 supplementing the information on Exhibit 3, the</p> <p>17 interrogatory responses, to add two additional</p> <p>18 responsive lawsuits?</p> <p>19 Do you see that?</p> <p>20 A. Yes.</p> <p>21 Q. That would be In Re Allergan Generic</p> <p>22 Drug Pricing Securities Litigation; and Shenk v.</p> <p>23 Mallinckrodt PLC, et al.</p> <p>24 Do you see that?</p> <p>25 A. Yes.</p>	<p style="text-align: right;">Page 44</p> <p>1 Q. I'm going to ask you a few questions</p> <p>2 generally about each of the five lawsuits that</p> <p>3 plaintiff has identified in connection with their</p> <p>4 interrogatory response.</p> <p>5 Let's start with Nieman versus Duke</p> <p>6 Energy. That is listed on Tab 3. That's page --</p> <p>7 excuse me. Defendants' Exhibit 3, page 4,</p> <p>8 Interrogatory 1.</p> <p>9 Are you familiar with the Nieman</p> <p>10 litigation?</p> <p>11 A. Generally.</p> <p>12 Q. What can you tell me about the Nieman</p> <p>13 litigation?</p> <p>14 A. I believe the Duke Energy litigation</p> <p>15 was regarding corporate governance.</p> <p>16 Q. Do you recall anything more specific</p> <p>17 about the corporate governance issues in the Duke</p> <p>18 Energy litigation?</p> <p>19 A. No.</p> <p>20 Q. How did you first become aware of the</p> <p>21 corporate governance allegations or issues alleged</p> <p>22 in the Duke Energy lawsuit?</p> <p>23 A. Through general meetings internally at</p> <p>24 Amalgamated Bank.</p> <p>25 Q. Do you know what investment fund --</p>

<p style="text-align: right;">Page 45</p> <p>1 through which investment fund Amalgamated owned the</p> <p>2 relevant security?</p> <p>3 A. Specifically, no.</p> <p>4 Q. So you don't know whether it was</p> <p>5 LongView or some other passive or managed fund?</p> <p>6 A. It would be one of our LongView funds.</p> <p>7 Q. So it was one of the LongView funds?</p> <p>8 A. Yes.</p> <p>9 Q. Do you recall whether Amalgamated was</p> <p>10 approached by -- strike that.</p> <p>11 Do you recall which law firm</p> <p>12 represented Amalgamated in the Duke Energy case?</p> <p>13 A. No.</p> <p>14 Q. Do you know whether Amalgamated was</p> <p>15 approached by a law firm or whether Amalgamated</p> <p>16 approached a law firm in connection with pursuing</p> <p>17 the claims in the Duke litigation?</p> <p>18 MR. WOOD: Objection.</p> <p>19 THE WITNESS: I'm not sure.</p> <p>20 MR. WOOD: I'm just going to caution</p> <p>21 the witness not to reveal any privileged</p> <p>22 information in responding to that question.</p> <p>23 BY MR. GLENNON:</p> <p>24 Q. That's understandable, but I think the</p> <p>25 answer was you don't know?</p>	<p style="text-align: right;">Page 46</p> <p>1 A. I'm not sure.</p> <p>2 Q. Without revealing confidential</p> <p>3 information, do you know how Amalgamated chose the</p> <p>4 law firm that represented it in the Duke Energy</p> <p>5 case?</p> <p>6 A. That would be decided by general</p> <p>7 counsel.</p> <p>8 Q. And in the Duke Energy case, plaintiff</p> <p>9 [sic] was, in fact, appointed as co-lead plaintiff;</p> <p>10 is that correct?</p> <p>11 A. According to the document, yes.</p> <p>12 Q. You said, "According to the document."</p> <p>13 Which document are you referring to?</p> <p>14 A. The one in front of me. We were</p> <p>15 appointed co-lead plaintiff.</p> <p>16 Q. Defendants' Exhibit 3?</p> <p>17 A. Yes.</p> <p>18 Q. That would be the Response to</p> <p>19 Interrogatory No. 1 on Defendants' Exhibit 3,</p> <p>20 page 4; is that correct?</p> <p>21 A. Yes.</p> <p>22 Q. And if you flip to page 11 -- excuse</p> <p>23 me, not 11.</p> <p>24 If you flip to the page which</p> <p>25 should -- would be 13 if it had a page number.</p>
<p style="text-align: right;">Page 47</p> <p>1 Do you see that verification?</p> <p>2 A. Yes.</p> <p>3 Q. If you could take a moment just to</p> <p>4 review that verification, please.</p> <p>5 (Reviewing.)</p> <p>6 Q. Ms. Innes, do you know who Mark</p> <p>7 Sullo-Choy [ph] is?</p> <p>8 A. Yes.</p> <p>9 Q. Who is Mark Sullo-Choy?</p> <p>10 A. He is part of the legal team at</p> <p>11 Amalgamated Bank -- or was part of the legal team at</p> <p>12 Amalgamated Bank.</p> <p>13 Q. You'll see he executed this</p> <p>14 verification on or about May 21, 2018?</p> <p>15 A. Yes.</p> <p>16 Q. And he, to the best of his ability,</p> <p>17 certifies the accuracy -- or verifies the accuracy</p> <p>18 of the answer contained in Defendants' Exhibit 3?</p> <p>19 A. Yes.</p> <p>20 Q. Do you have any reason to believe that</p> <p>21 there's any inaccuracies in Defendants' Exhibit 3?</p> <p>22 A. No.</p> <p>23 Q. Do you know who made the decision to</p> <p>24 seek to become co-lead plaintiff in the Duke Energy</p> <p>25 matter?</p>	<p style="text-align: right;">Page 48</p> <p>1 MR. WOOD: And you can answer that if</p> <p>2 you can do so without revealing privileged</p> <p>3 information.</p> <p>4 THE WITNESS: That would be presented</p> <p>5 by our general counsel to the trust committee</p> <p>6 of Amalgamated Bank.</p> <p>7 BY MR. GLENNON:</p> <p>8 Q. Is that -- is that an established</p> <p>9 practice or procedure when Amalgamated seeks to</p> <p>10 become lead plaintiff, that there's a presentation</p> <p>11 from the general counsel to a committee at the bank?</p> <p>12 In other words, in making those</p> <p>13 decisions, did the bank follow that same general</p> <p>14 procedure that you just described?</p> <p>15 A. Yes, there would be a discussion with</p> <p>16 general counsel with the trust committee.</p> <p>17 Q. With the general counsel --</p> <p>18 A. There would be a discussion with the</p> <p>19 general counsel with the trust committee.</p> <p>20 Q. And that would be true for all</p> <p>21 litigations in which Amalgamated ultimately sought</p> <p>22 to be named as lead or co-lead plaintiff in an</p> <p>23 action?</p> <p>24 A. To the best of my knowledge, yes.</p> <p>25 Q. Try and move through the rest of these</p>

Page 49

1 quickly.

2 I'd like to direct your attention back

3 to the Response to Interrogatory No. 1, page 4 on

4 Defendants' Exhibit 3.

5 You see the second bullet point,

6 Menold versus Navient?

7 A. Yes.

8 Q. It says here the case was before

9 District Judge Gregory Sleet, "Plaintiff moved to be

10 appointed as lead plaintiff, but was not appointed."

11 Are you familiar with that litigation?

12 A. Generally.

13 Q. Can you give me a general description

14 of that litigation.

15 A. I believe this is also a corporate

16 governance issue.

17 Q. By "corporate governance," do you have

18 any more specific understanding of what that

19 corporate governance issue is?

20 A. No.

21 Q. Or was?

22 A. I do not recall, no.

23 Q. Would I be correct in assuming that

24 this also -- the investment through which

25 Amalgamated owned the relevant security would have

Page 51

1 A. I do not recall.

2 MR. WOOD: Brian, I'm just going to

3 object to this line of questioning as being

4 beyond the scope of the notice. I think that

5 we represented that we'd prepare someone to

6 talk about Amalgamated's role as a class

7 representative. And, obviously, they were

8 not class representative certainly in that

9 action.

10 MR. GLENNON: Noted. I won't spend a

11 tremendous amount of time on this. I'm just

12 going to move through it --

13 MR. WOOD: Sure.

14 BY MR. GLENNON:

15 Q. Do you recall the outcome of the

16 Navient case?

17 A. No, I do not.

18 Q. Going back to Defendants' Exhibit 3,

19 Response to Interrogatory No. 1, page 4, the third

20 bullet point on the list is In Re Cognizant.

21 Do you see that?

22 A. Yes.

23 Q. And that entry it says, "Plaintiff was

24 appointed co-lead plaintiff."

25 A. Yes.

Page 50

1 been through one of the LongView trust funds?

2 A. One or more of the LongView funds,

3 yes.

4 Q. And do you recall whether, in

5 connection with the Navient Corp. lawsuit,

6 Amalgamated approached a law firm or a law firm

7 approached Amalgamated in connection with its

8 representation in that matter?

9 MR. WOOD: And just again caution you

10 not to reveal any privileged information in

11 responding to that question.

12 THE WITNESS: I'm not sure.

13 BY MR. GLENNON:

14 Q. Do you know -- strike that.

15 Without disclosing any privileged

16 information -- strike that again.

17 Do you recall who represented you in

18 connection with the Navient Corp. litigation?

19 A. No.

20 Q. Do you recall one way or another as to

21 whether or not it was the same lawyers that

22 represent you in this litigation?

23 A. No.

24 Q. You don't recall or it's not the same

25 lawyers?

Page 52

1 Q. Are you familiar with that litigation?

2 A. Generally, yes.

3 Q. Can you describe, please, your general

4 understanding of that case.

5 A. This is another corporate governance

6 issue.

7 Q. And more specifically, do you know

8 what the corporate governance issue entailed?

9 A. I do not recall, no.

10 Q. And I assume it's the same answer,

11 that if I were to ask you through what investment

12 fund did Amalgamated own the relevant securities, it

13 would be one or more of the LongView funds?

14 A. Yes.

15 Q. Do you recall who represented you in

16 that case?

17 A. No.

18 Q. And you don't recall whether or not

19 it's the same counsel you have in connection with

20 this litigation, "this litigation" being the

21 CoreCivic lawsuit?

22 A. I don't believe it is.

23 Q. Am I safe in saying that you don't

24 know the circumstances surrounding your engagement

25 of counsel in that lawsuit?



<p style="text-align: right;">Page 53</p> <p>1 MR. WOOD: Objection to form.</p> <p>2 THE WITNESS: Yes.</p> <p>3 BY MR. GLENNON:</p> <p>4 Q. And I asked you earlier who at</p> <p>5 Amalgamated would make the decision to seek or -- to</p> <p>6 seek to become lead plaintiff, and I think you said</p> <p>7 discussion between general counsel and the trustees?</p> <p>8 A. Trust committee.</p> <p>9 Q. The trust committee. Thank you.</p> <p>10 I assume that was the same process</p> <p>11 that was generally followed here in connection with</p> <p>12 the Cognizant litigation, to the best of your</p> <p>13 knowledge?</p> <p>14 A. Yes.</p> <p>15 Q. Do you recall what the outset -- do</p> <p>16 you recall what the outcome of that litigation was?</p> <p>17 A. No.</p> <p>18 Q. Ms. Innes, I'm going to move you now</p> <p>19 to Defendants' Exhibit 3A. There's just two</p> <p>20 additional lawsuits. I'll just ask you a couple of</p> <p>21 general questions as to those two.</p> <p>22 The first is In Re Allergan Generic</p> <p>23 Drug Pricing Securities Litigation.</p> <p>24 Do you see that?</p> <p>25 A. Yes.</p>	<p style="text-align: right;">Page 54</p> <p>1 Q. Are you familiar with that lawsuit?</p> <p>2 A. Generally.</p> <p>3 Q. Can you describe your general</p> <p>4 understanding of the nature of that lawsuit.</p> <p>5 A. Again, it's a corporate governance</p> <p>6 issue.</p> <p>7 Q. Do you recall anything more</p> <p>8 specifically about the corporate governance issue</p> <p>9 that's the focus of that lawsuit?</p> <p>10 A. No, I do not.</p> <p>11 Q. What about Shenk versus Mallinckrodt?</p> <p>12 Do you see that on Defendants'</p> <p>13 Exhibit 3A?</p> <p>14 A. Yes.</p> <p>15 Q. Do you have a general understanding of</p> <p>16 the nature of that litigation?</p> <p>17 A. That it was a corporate governance</p> <p>18 issue.</p> <p>19 Q. Do you recall anything more</p> <p>20 specifically about the corporate governance issue</p> <p>21 that was at the heart of that particular lawsuit?</p> <p>22 A. No.</p> <p>23 Q. In both of these lawsuits in this</p> <p>24 response, it suggests that plaintiff, Amalgamated,</p> <p>25 moved to be appointed as lead plaintiff, but was not</p>
<p style="text-align: right;">Page 55</p> <p>1 appointed. I'm assuming that your description of</p> <p>2 the process through which Amalgamated makes the</p> <p>3 decision to move to be appointed as lead plaintiff</p> <p>4 in connection with the earlier cases we talked about</p> <p>5 applies here, same process?</p> <p>6 A. Yes.</p> <p>7 Q. In these responses, it says that</p> <p>8 Robbins Geller did not represent Amalgamated in</p> <p>9 either of these two lawsuits.</p> <p>10 Do you recall who represented</p> <p>11 Amalgamated in either of these two lawsuits?</p> <p>12 A. No, I don't remember.</p> <p>13 Q. Do you recall the outcome or the</p> <p>14 conclusion, if there was one, with respect to either</p> <p>15 of these two lawsuits? And, again, just for the</p> <p>16 record, I'm referring to the two lawsuits listed as</p> <p>17 bullet points in Defendants' Exhibit 3A.</p> <p>18 A. No.</p> <p>19 Q. Looking at Exhibits 3 and 3A combined,</p> <p>20 there are three lawsuits which the interrogatory</p> <p>21 answer provides, "Plaintiff moved to be appointed as</p> <p>22 lead plaintiff, but was not appointed."</p> <p>23 And those three are Menold or Navient</p> <p>24 Corp; In Re Allergan; and Shenk versus Mallinckrodt.</p> <p>25 Do you see that?</p>	<p style="text-align: right;">Page 56</p> <p>1 A. Yes.</p> <p>2 Q. Focusing on the Menold case, do you</p> <p>3 know why Amalgamated was not appointed lead</p> <p>4 plaintiff in that matter?</p> <p>5 A. No, I do not recall.</p> <p>6 Q. Turning to the Allergan Generic Drug</p> <p>7 Pricing Securities Litigation, do you know why</p> <p>8 Amalgamated was not appointed as lead plaintiff in</p> <p>9 that case?</p> <p>10 A. No, I do not.</p> <p>11 Q. Then turning to the Shenk litigation,</p> <p>12 do you know why plaintiff [sic] was not appointed</p> <p>13 lead plaintiff in that lawsuit?</p> <p>14 A. No, I do not.</p> <p>15 Q. Ms. Innes, has Amalgamated retained</p> <p>16 the law firm Robbins Geller in other securities</p> <p>17 class action lawsuits?</p> <p>18 A. Yes.</p> <p>19 Q. How many?</p> <p>20 A. I'm not sure.</p> <p>21 Q. Can you give me an estimate?</p> <p>22 A. Over the years, I'm not sure. No, I</p> <p>23 can't give you an estimate.</p> <p>24 Q. What is your best understanding in</p> <p>25 terms of following -- a small handful, a large</p>

<p style="text-align: right;">Page 57</p> <p>1 number, more than ten?</p> <p>2 MR. WOOD: Objection to form.</p> <p>3 THE WITNESS: I do not know.</p> <p>4 BY MR. GLENNON:</p> <p>5 Q. So no idea at all.</p> <p>6 A. In relation to our entire litigation,</p> <p>7 no, I do not know.</p> <p>8 Q. What about in connection with your</p> <p>9 litigation regarding the LongView fund or -- yes,</p> <p>10 LongView fund?</p> <p>11 MR. WOOD: Objection to form and</p> <p>12 beyond the scope of the notice.</p> <p>13 THE WITNESS: I don't know.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. You don't know.</p> <p>16 But you do know that they've</p> <p>17 represented Amalgamated in prior lawsuits?</p> <p>18 A. Yes.</p> <p>19 Q. Do you know whether they represented</p> <p>20 Amalgamated in prior securities lawsuits?</p> <p>21 A. Yes.</p> <p>22 Q. Do you know how many securities</p> <p>23 lawsuits Robbins Geller has represented Amalgamated</p> <p>24 in?</p> <p>25 MR. WOOD: Objection to form and</p>	<p style="text-align: right;">Page 58</p> <p>1 beyond the scope.</p> <p>2 THE WITNESS: No, I do not.</p> <p>3 BY MR. GLENNON:</p> <p>4 Q. Do you know -- strike that.</p> <p>5 Can you give any litigation, by name</p> <p>6 or description, in which the law firm Robbins Geller</p> <p>7 has represented Amalgamated Bank in a securities</p> <p>8 litigation?</p> <p>9 MR. WOOD: Same objection.</p> <p>10 THE WITNESS: A litigation against</p> <p>11 Duke Energy we were represented by Robbins</p> <p>12 Geller. And Liquid Lumber -- Lumber</p> <p>13 Liquidators.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. What can you tell me about Duke</p> <p>16 Energy?</p> <p>17 MR. WOOD: If you can respond</p> <p>18 generally without revealing any privileged</p> <p>19 information.</p> <p>20 THE WITNESS: That there were</p> <p>21 corporate governance issues with the company.</p> <p>22 And we were awarded approximately</p> <p>23 \$145 million for shareholders of the company.</p> <p>24 BY MR. GLENNON:</p> <p>25 Q. Do you recall whether that was a</p>
<p style="text-align: right;">Page 59</p> <p>1 securities fraud case?</p> <p>2 A. I'm not sure.</p> <p>3 Q. Did you have any role on that Duke</p> <p>4 Energy litigation?</p> <p>5 A. No, I did not.</p> <p>6 Q. You also mentioned Lumber Liquidators?</p> <p>7 A. Yes.</p> <p>8 Q. What can you tell me about that</p> <p>9 litigation?</p> <p>10 MR. WOOD: I'll give you the same</p> <p>11 caution.</p> <p>12 THE WITNESS: I'm not sure.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. Do you know if it was a shareholder</p> <p>15 lawsuit?</p> <p>16 A. I'm not sure.</p> <p>17 Q. You don't know what the nature of the</p> <p>18 lawsuit --</p> <p>19 A. I do not recall.</p> <p>20 Q. Do you recall whether Amalgamated was</p> <p>21 a plaintiff or a defendant?</p> <p>22 A. I don't remember.</p> <p>23 Q. You don't recall the outcome of that</p> <p>24 lawsuit?</p> <p>25 A. No, I do not.</p>	<p style="text-align: right;">Page 60</p> <p>1 Q. Are you familiar with the lawsuit</p> <p>2 captioned Juan [ph] versus Facebook?</p> <p>3 A. Yes.</p> <p>4 Q. What do you know about the Juan versus</p> <p>5 Facebook litigation?</p> <p>6 MR. WOOD: Same caution not to reveal</p> <p>7 any privileged information.</p> <p>8 THE WITNESS: I'm not sure what's</p> <p>9 privileged on that, but it's regarding the --</p> <p>10 the company issuing Class B securities with</p> <p>11 lower voting rights than the current</p> <p>12 securities.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. Do you recall what the outcome of that</p> <p>15 lawsuit was?</p> <p>16 A. I believe it's still ongoing.</p> <p>17 Q. Do you have any knowledge of whether</p> <p>18 or not the law firm Robbins Geller maintains a</p> <p>19 portfolio monitoring program?</p> <p>20 MR. WOOD: I'm going to again caution</p> <p>21 you not to reveal privileged information, but</p> <p>22 you can answer that yes or no.</p> <p>23 THE WITNESS: Yes.</p> <p>24 BY MR. GLENNON:</p> <p>25 Q. Do you know if Amalgamated uses</p>

<p style="text-align: right;">Page 61</p> <p>1 Robbins Geller's portfolio monitoring program?</p> <p>2 Again without revealing privileged information, just</p> <p>3 yes or no.</p> <p>4 MR. WOOD: And I'm going to note for</p> <p>5 the record that I object that it's beyond the</p> <p>6 scope.</p> <p>7 But you can answer if you know.</p> <p>8 THE WITNESS: Yes.</p> <p>9 BY MR. GLENNON:</p> <p>10 Q. Ms. Innes, has Amalgamated ever been</p> <p>11 sanctioned by any financial industry regulator in</p> <p>12 connection with its banking or investment practices,</p> <p>13 to your knowledge?</p> <p>14 MR. WOOD: Objection to form and</p> <p>15 scope.</p> <p>16 THE WITNESS: I would not be aware of</p> <p>17 all of it, but, no, not to my knowledge.</p> <p>18 BY MR. GLENNON:</p> <p>19 Q. So to the best of your knowledge,</p> <p>20 Amalgamated has never been sanctioned by any</p> <p>21 financial industry regulator in connection with</p> <p>22 banking and investment practices?</p> <p>23 MR. WOOD: Same objections.</p> <p>24 THE WITNESS: I do not know.</p> <p>25</p>	<p style="text-align: right;">Page 62</p> <p>1 BY MR. GLENNON:</p> <p>2 Q. Ms. Innes, we talked earlier about a</p> <p>3 number of different lawsuits that Amalgamated was</p> <p>4 involved in in one capacity or another.</p> <p>5 Do you know whether any court has</p> <p>6 sanctioned Amalgamated in connection with --</p> <p>7 actually, strike that. I'm going to break this</p> <p>8 question down and make it easier.</p> <p>9 Do you know whether any court has</p> <p>10 sanctioned Amalgamated in connection with banking or</p> <p>11 investment business practices?</p> <p>12 MR. WOOD: Objection to form and</p> <p>13 scope.</p> <p>14 THE WITNESS: No, I do not know.</p> <p>15 BY MR. GLENNON:</p> <p>16 Q. Do you know whether Amalgamated has</p> <p>17 ever been sanctioned by any court in connection with</p> <p>18 its role as a litigant in connection with any of the</p> <p>19 lawsuits that we've previously discussed?</p> <p>20 MR. WOOD: Objection to form and</p> <p>21 scope.</p> <p>22 THE WITNESS: I don't know.</p> <p>23 Can we take a break?</p> <p>24 MR. GLENNON: I was just going to</p> <p>25 suggest it. Thank you.</p>
<p style="text-align: right;">Page 63</p> <p>1 THE VIDEOGRAPHER: The time is</p> <p>2 approximately 10:21 a.m. We're going off the</p> <p>3 record.</p> <p>4 (Recess from the record.)</p> <p>5 THE VIDEOGRAPHER: We are back on the</p> <p>6 record. This is DVD No. 2. The time is</p> <p>7 approximately 10:35 a.m.</p> <p>8 BY MR. GLENNON:</p> <p>9 Q. Good morning, Ms. Innes.</p> <p>10 A. Good morning.</p> <p>11 Q. Just to remind you, you are still</p> <p>12 testifying under oath in this matter.</p> <p>13 A. Yes.</p> <p>14 Q. Ms. Innes, I'd like to turn your</p> <p>15 attention now to the litigation for which you're</p> <p>16 being offered as a corporate representative.</p> <p>17 Is that okay?</p> <p>18 A. Yes.</p> <p>19 Q. Can you tell me at what point</p> <p>20 Amalgamated became aware of the securities fraud</p> <p>21 allegations that are asserted in this case?</p> <p>22 A. Outside of discussions with general</p> <p>23 counsel, which may be privileged, I believe it was</p> <p>24 sometime in 2016.</p> <p>25 Q. You can actually tell me the date of</p>	<p style="text-align: right;">Page 64</p> <p>1 the discussions with general counsel. I just can't</p> <p>2 know the content.</p> <p>3 A. It was I believe October 2016.</p> <p>4 Q. And, again, without revealing the</p> <p>5 substance or content of privileged communications,</p> <p>6 do you know how Amalgamated became aware of the</p> <p>7 alleged securities fraud claims at issue in this</p> <p>8 lawsuit?</p> <p>9 A. I believe we were approached by</p> <p>10 Robbins Geller.</p> <p>11 Q. And do you know when you were</p> <p>12 approached by Robbins Geller?</p> <p>13 A. I do not have the exact date.</p> <p>14 Q. Do you know who from Robbins Geller</p> <p>15 approached Amalgamated?</p> <p>16 A. I do not.</p> <p>17 Q. Do you know who at Amalgamated Bank</p> <p>18 was on the receiving end of the approach by Robbins</p> <p>19 Geller?</p> <p>20 A. I'm not sure of the specific person.</p> <p>21 Q. Without revealing the content of</p> <p>22 privileged communications, do you know what</p> <p>23 triggered Amalgamated's interest in becoming</p> <p>24 involved in the lawsuit?</p> <p>25 MR. WOOD: Objection to form.</p>

<p style="text-align: right;">Page 65</p> <p>1 THE WITNESS: Because it is a</p> <p>2 securities fraud issue, Amalgamated Bank</p> <p>3 reviews those litigation proposals through</p> <p>4 general counsel and the trust committee.</p> <p>5 BY MR. GLENNON:</p> <p>6 <b>Q. Do you know who ultimately made the</b></p> <p>7 <b>decision by Amalgamated to become involved in this</b></p> <p>8 <b>lawsuit?</b></p> <p>9 A. Can you clarify. Meaning one person</p> <p>10 or --</p> <p>11 <b>Q. Person or persons.</b></p> <p>12 A. It would be the trust committee.</p> <p>13 <b>Q. The trust committee is the entity that</b></p> <p>14 <b>makes the decision as to whether or not to pursue</b></p> <p>15 <b>litigation claims on behalf of Amalgamated?</b></p> <p>16 A. Yes.</p> <p>17 <b>Q. I'm just going to direct your</b></p> <p>18 <b>attention, if I could, back to Defendants'</b></p> <p>19 <b>Exhibit 2, which are the responses to the</b></p> <p>20 <b>interrogatories we served in this case, specifically</b></p> <p>21 <b>Topic of Examination No. 15, which is at the bottom</b></p> <p>22 <b>of page 8, and the response, which is at the top of</b></p> <p>23 <b>page 9.</b></p> <p>24 MR. WOOD: These are the topics of</p> <p>25 examination, not the interrogatory responses;</p>	<p style="text-align: right;">Page 66</p> <p>1 right?</p> <p>2 MR. GLENNON: Correct. Did I say</p> <p>3 Exhibit 2?</p> <p>4 MR. WOOD: I think you said</p> <p>5 interrogatory responses, but --</p> <p>6 MR. GLENNON: Excuse me. I'm sorry.</p> <p>7 Thank you.</p> <p>8 MR. WOOD: Just trying to be clear.</p> <p>9 MR. GLENNON: The topics of</p> <p>10 examination, number 15 at the bottom of</p> <p>11 page 8 of Defendants' Exhibit 2.</p> <p>12 BY MR. GLENNON:</p> <p>13 <b>Q. Topic of Examination No. 15 is,</b></p> <p>14 <b>"Amalgamated's decision to retain any law firm</b></p> <p>15 <b>associated as its counsel in this action."</b></p> <p>16 <b>Do you see that?</b></p> <p>17 A. Yes.</p> <p>18 <b>Q. And then, in response, which is on</b></p> <p>19 <b>page 9, after the general objections and objections,</b></p> <p>20 <b>it provides, "Plaintiff will designate a witness to</b></p> <p>21 <b>testify on this topic."</b></p> <p>22 <b>Do you see that?</b></p> <p>23 A. Yes.</p> <p>24 <b>Q. And you're the designated witness on</b></p> <p>25 <b>this topic; correct?</b></p>
<p style="text-align: right;">Page 67</p> <p>1 A. Yes.</p> <p>2 <b>Q. Other than Robbins Geller, did any</b></p> <p>3 <b>other law firms approach Amalgamated in connection</b></p> <p>4 <b>with potentially representing the bank in this</b></p> <p>5 <b>lawsuit?</b></p> <p>6 A. I'm not sure.</p> <p>7 <b>Q. You don't know of any other law firms</b></p> <p>8 <b>that approached Amalgamated in connection with</b></p> <p>9 <b>potentially representing the bank in this lawsuit?</b></p> <p>10 A. I do not know if any other law firms</p> <p>11 approached Amalgamated Bank outside of Robbins</p> <p>12 Geller.</p> <p>13 <b>Q. Did Amalgamated Bank reach out to any</b></p> <p>14 <b>other law firms to consider them to serve as counsel</b></p> <p>15 <b>for Amalgamated Bank in this lawsuit?</b></p> <p>16 MR. WOOD: Objection to form and to</p> <p>17 the extent it calls for privileged</p> <p>18 information.</p> <p>19 But you can answer yes or no if you</p> <p>20 know.</p> <p>21 THE WITNESS: I do not know.</p> <p>22 BY MR. GLENNON:</p> <p>23 <b>Q. Do you know if Amalgamated Bank</b></p> <p>24 <b>considered any other law firm besides Robbins Geller</b></p> <p>25 <b>to serve as counsel in this lawsuit?</b></p>	<p style="text-align: right;">Page 68</p> <p>1 A. I do not know.</p> <p>2 <b>Q. Do you know why you decided to engage</b></p> <p>3 <b>Robbins Geller to serve as counsel for Amalgamated</b></p> <p>4 <b>in this lawsuit?</b></p> <p>5 MR. WOOD: I'll object to the extent</p> <p>6 it calls for privileged information.</p> <p>7 You can answer generally.</p> <p>8 THE WITNESS: Can you just rephrase.</p> <p>9 I'm sorry.</p> <p>10 MR. GLENNON: Can I have you repeat</p> <p>11 the question, please.</p> <p>12 THE WITNESS: Thank you.</p> <p>13 (Record read.)</p> <p>14 THE WITNESS: Just to clarify, Robbins</p> <p>15 Geller approached us in this lawsuit. But</p> <p>16 it's a shareholder litigation regarding</p> <p>17 securities fraud, so it is a lawsuit that</p> <p>18 Amalgamated Bank will review in order to</p> <p>19 pursue that litigation with the trust</p> <p>20 committee.</p> <p>21 BY MR. GLENNON:</p> <p>22 <b>Q. You're also represented by the law</b></p> <p>23 <b>firm Barrett Johnston Martin &amp; Garrison LLC; is that</b></p> <p>24 <b>correct?</b></p> <p>25 A. I believe so, although I don't know</p>

<p>1 the full law firm name. I would have to refer back 2 to a document.</p> <p>3 <b>Q. Do you have an understanding, whether</b> 4 <b>by full name or abbreviated name, who is serving as</b> 5 <b>local counsel for you in the lawsuit for which</b> 6 <b>you're currently testifying?</b></p> <p>7 A. I believe it's the law firm you just 8 mentioned.</p> <p>9 <b>Q. If I refer to that law firm as Barrett</b> 10 <b>Johnston, is it acceptable if we use that as</b> 11 <b>shorthand for Barrett Johnston Martin &amp; Garrison?</b></p> <p>12 A. Yes.</p> <p>13 <b>Q. Do you have an understanding of what</b> 14 <b>Barrett Johnston's role is in the case?</b></p> <p>15 A. That they're just local counsel in 16 Tennessee.</p> <p>17 <b>Q. Do you know how they came to be</b> 18 <b>Amalgamated's local counsel in this lawsuit?</b></p> <p>19 A. I do not.</p> <p>20 <b>Q. Are you familiar with the arrangement</b> 21 <b>between Amalgamated and Robbins Geller or Barrett</b> 22 <b>Johnston for the payment of attorneys' fees in this</b> 23 <b>case?</b></p> <p>24 MR. WOOD: Objection to form and to 25 the extent it calls for privileged</p>	<p>Page 69</p> <p>1 information. But that's a compound question. 2 MR. GLENNON: I can break it down. 3 BY MR. GLENNON: 4 <b>Q. Are you familiar with the arrangement</b> 5 <b>for the payment of legal fees by Amalgamated to</b> 6 <b>Robbins Geller in connection with this lawsuit?</b></p> <p>7 A. Broadly, generally, yes, I am 8 familiar.</p> <p>9 <b>Q. Can you provide me with your broad</b> 10 <b>understanding, please.</b></p> <p>11 A. That that will be determined by the 12 court, any award that's provided to Amalgamated Bank 13 or Robbins Geller.</p> <p>14 <b>Q. Do you know how that award will be</b> 15 <b>determined by the court? Do you have an</b> 16 <b>understanding of how that award will be determined</b> 17 <b>by the court?</b></p> <p>18 A. No, I do not.</p> <p>19 <b>Q. Do you have an understanding of</b> 20 <b>whether or not it's a contingency fee arrangement</b> 21 <b>with Robbins Geller?</b></p> <p>22 A. I believe it is a contingency fee with 23 Robbins Geller.</p> <p>24 <b>Q. And is it your understanding that the</b> 25 <b>same arrangement applies with the law firm of</b></p>
<p>Page 71</p> <p>1 <b>Barrett Johnston?</b></p> <p>2 A. I do not know. I don't know.</p> <p>3 <b>Q. You don't know one way or another what</b> 4 <b>the fee arrangement is with Barrett Johnston?</b></p> <p>5 A. I do not know, no.</p> <p>6 <b>Q. At least insofar as Robbins Geller is</b> 7 <b>concerned, you're not paying legal invoices on a</b> 8 <b>monthly or quarterly basis?</b></p> <p>9 A. No, Amalgamated Bank is not paying 10 Robbins Geller.</p> <p>11 <b>Q. Do you know whether Amalgamated Bank</b> 12 <b>is paying Barrett Johnston on some periodic</b> 13 <b>agreed-upon basis?</b></p> <p>14 A. Amalgamated Bank is not paying Barrett 15 Johnston.</p> <p>16 <b>Q. So Amalgamated Bank is not paying</b> 17 <b>legal fees in response to periodic invoices with</b> 18 <b>respect to either of the law firms representing</b> 19 <b>Amalgamated Bank in this lawsuit, to your knowledge?</b></p> <p>20 A. Correct.</p> <p>21 <b>Q. Do you have an understanding of</b> 22 <b>whether or not the legal fees Amalgamated -- or</b> 23 <b>excuse me. Strike that.</b></p> <p>24 <b>Do you have a general understanding of</b> 25 <b>whether or not the fees paid, for instance, to</b></p>	<p>Page 72</p> <p>1 <b>Robbins Geller would be a percentage of recovery</b> 2 <b>obtained in this litigation, if one were obtained?</b></p> <p>3 A. I believe that would be decided by the 4 courts.</p> <p>5 <b>Q. I see.</b></p> <p>6 <b>You would believe that whether it was</b> 7 <b>a percentage of the recovery would be decided by the</b> 8 <b>courts or what the percentage of the recovery would</b> 9 <b>be decided by the courts?</b></p> <p>10 A. Broadly speaking, to the best of my 11 knowledge, the courts will decide whether it's a 12 percentage or -- of the award or whatever the dollar 13 amount would be.</p> <p>14 <b>Q. I'm going to refer you back to</b> 15 <b>Defendants' Exhibit 2, the topics of examination and</b> 16 <b>the responses to the topics of examination,</b> 17 <b>specifically Topic of Examination No. 24 and</b> 18 <b>Response to Topic of Examination 24 on page 12.</b> 19 (Reviewing.)</p> <p>20 <b>Q. Ms. Innes, Topic of Examination No. 24</b> 21 <b>provides, "The amount and source of funding for</b> 22 <b>costs, legal fees, disbursements or other expenses</b> 23 <b>expected or anticipated to be incurred by or on</b> 24 <b>behalf of Amalgamated in this action."</b> 25 <b>And the response which follows, after</b></p>



<p style="text-align: right;">Page 73</p> <p>1 the general objections and objections, the response</p> <p>2 states, "Subject to and without waiving the</p> <p>3 foregoing objections, plaintiff will designate a</p> <p>4 witness on this topic."</p> <p>5 Do you see where I've referred you to?</p> <p>6 A. Yes.</p> <p>7 Q. And, again, you understand that you're</p> <p>8 the witness that's been designated on this specific</p> <p>9 topic?</p> <p>10 A. Yes.</p> <p>11 Q. Can you describe for me, generally</p> <p>12 speaking, what arrangements you have with the law</p> <p>13 firm Robbins Geller for the payment of costs or</p> <p>14 expenses or disbursements?</p> <p>15 MR. WOOD: Objection to form.</p> <p>16 THE WITNESS: Generally speaking,</p> <p>17 Amalgamated Bank is not paying Robbins</p> <p>18 Geller.</p> <p>19 BY MR. GLENNON:</p> <p>20 Q. And that's true not just for fees, but</p> <p>21 that's also the expenses, costs and disbursement; is</p> <p>22 that your understanding?</p> <p>23 A. Yes.</p> <p>24 Q. If I ask you the same two questions</p> <p>25 regarding the Barrett Johnston firm, would your</p>	<p style="text-align: right;">Page 74</p> <p>1 answer be the same?</p> <p>2 A. Yes.</p> <p>3 Q. Do you have agreements with anybody</p> <p>4 else regarding the cost, disbursements or expenses</p> <p>5 incurred in connection with this litigation?</p> <p>6 A. Not to my knowledge, no.</p> <p>7 Q. Do you have an understanding of</p> <p>8 whether Amalgamated Bank might be obligated to pay</p> <p>9 various expenses or costs associated with this</p> <p>10 litigation as the class representative?</p> <p>11 A. Can you just repeat it.</p> <p>12 MR. GLENNON: Sure.</p> <p>13 THE WITNESS: Thank you.</p> <p>14 MR. GLENNON: Can you repeat the</p> <p>15 question, please.</p> <p>16 (Record read.)</p> <p>17 THE WITNESS: My understanding is</p> <p>18 Amalgamated Bank does not have to pay any</p> <p>19 cost in association with this litigation</p> <p>20 outside of my time.</p> <p>21 BY MR. GLENNON:</p> <p>22 Q. I apologize if I asked this earlier,</p> <p>23 but can you remind me, does Robbins Geller represent</p> <p>24 Amalgamated in any other active litigations at the</p> <p>25 moment?</p>
<p style="text-align: right;">Page 75</p> <p>1 A. I do not believe so.</p> <p>2 Q. So to the best of your knowledge,</p> <p>3 Robbins Geller is not representing Amalgamated Bank</p> <p>4 in any other lawsuits at this time?</p> <p>5 A. To the best of my knowledge, no active</p> <p>6 litigation.</p> <p>7 Q. Ms. Innes, I'm going to have the court</p> <p>8 reporter mark as Defendants' Exhibit 4 a pleading</p> <p>9 filed August 23, 2016, entitled, Complaint for</p> <p>10 Violations of the Federal Securities Laws.</p> <p>11 (Innes Exhibit D-4, No Bates numbers,</p> <p>12 Complaint for Violations of the Federal</p> <p>13 Securities Laws, marked for identification.)</p> <p>14 (Reviewing.)</p> <p>15 BY MR. GLENNON:</p> <p>16 Q. Ms. Innes, I know the document that I</p> <p>17 put in front of you is lengthy. You can certainly</p> <p>18 review as much of it as you'd like. I will</p> <p>19 represent to you, in the event it saves time, that</p> <p>20 this is the first complaint filed by Nikki Bollinger</p> <p>21 Grae in this litigation. And the date filed is on</p> <p>22 the stamp along the bottom of the page.</p> <p>23 Do you see that?</p> <p>24 A. Yes.</p> <p>25 Q. Do you understand that this was the</p>	<p style="text-align: right;">Page 76</p> <p>1 initial complaint filed in the litigation in which</p> <p>2 you've now been designated as a corporate</p> <p>3 representative on behalf of Amalgamated?</p> <p>4 MR. WOOD: Objection; beyond the</p> <p>5 scope.</p> <p>6 THE WITNESS: I'm sorry. Can you</p> <p>7 repeat the question.</p> <p>8 BY MR. GLENNON:</p> <p>9 Q. Sure.</p> <p>10 A. Thank you.</p> <p>11 (Record read.)</p> <p>12 Q. I can ask the question better.</p> <p>13 Do you understand that this was the</p> <p>14 first complaint filed in this litigation?</p> <p>15 MR. WOOD: Objection to scope.</p> <p>16 THE WITNESS: Because you've told me</p> <p>17 that, yes.</p> <p>18 BY MR. GLENNON:</p> <p>19 Q. Okay. Besides my representation to</p> <p>20 you, you recognize the caption?</p> <p>21 A. Yes.</p> <p>22 Q. And that's the same caption, of</p> <p>23 course, as the litigation in which you're testifying</p> <p>24 today?</p> <p>25 A. Yes.</p>

<p style="text-align: right;">Page 77</p> <p>1 <b>Q. Quickly, I assume -- strike that.</b></p> <p>2 <b>Have you read this complaint before?</b></p> <p>3 MR. WOOD: Same objection.</p> <p>4 THE WITNESS: No, I have not.</p> <p>5 BY MR. GLENNON:</p> <p>6 <b>Q. And it's fair to say that you had no</b></p> <p>7 <b>involvement in drafting this particular complaint;</b></p> <p>8 <b>correct?</b></p> <p>9 A. Correct.</p> <p>10 <b>Q. And you did not review this particular</b></p> <p>11 <b>complaint before it was filed; correct?</b></p> <p>12 MR. WOOD: Objection; scope.</p> <p>13 THE WITNESS: Correct.</p> <p>14 MR. WOOD: Brian, when you say "you,"</p> <p>15 you're asking her personally?</p> <p>16 MR. GLENNON: Thank you for the</p> <p>17 clarification.</p> <p>18 BY MR. GLENNON:</p> <p>19 <b>Q. You personally or anybody at</b></p> <p>20 <b>Amalgamated, to the best of your knowledge.</b></p> <p>21 A. To the best of my knowledge, yes, we</p> <p>22 have not reviewed.</p> <p>23 MR. GLENNON: Thank you. I appreciate</p> <p>24 the clarification.</p> <p>25 THE WITNESS: Thank you.</p>	<p style="text-align: right;">Page 78</p> <p>1 BY MR. GLENNON:</p> <p>2 <b>Q. You can put that aside.</b></p> <p>3 <b>I'm going to just direct your</b></p> <p>4 <b>attention again, please, to Defendants' Exhibit 2,</b></p> <p>5 <b>which is Plaintiff's Objections and Responses to</b></p> <p>6 <b>Defendants' Notice of Rule 30(b)(6) Deposition of</b></p> <p>7 <b>Lead Plaintiff Amalgamated Bank.</b></p> <p>8 <b>And, more specifically, on the Topic</b></p> <p>9 <b>of Examination No. 10 and the response on page 7.</b></p> <p>10 (Reviewing.)</p> <p>11 <b>Q. On this particular -- strike that.</b></p> <p>12 <b>I'm focused on Topic of Examination</b></p> <p>13 <b>No. 10. You'll see, Ms. Innes, it reads, "In</b></p> <p>14 <b>addition to the foregoing general objections" -- I'm</b></p> <p>15 <b>sorry. Strike that again.</b></p> <p>16 <b>Topic of Examination No. 10 provides,</b></p> <p>17 <b>"The certification filed on October 24, 2016, in</b></p> <p>18 <b>support of the motion for an appointment of</b></p> <p>19 <b>Amalgamated as lead plaintiff in this action."</b></p> <p>20 <b>And then the response -- after stating</b></p> <p>21 <b>the general objections and objections, the response</b></p> <p>22 <b>provides, "Plaintiff will designate a witness to</b></p> <p>23 <b>testify on this topic."</b></p> <p>24 <b>Do you see that?</b></p> <p>25 A. Yes.</p>
<p style="text-align: right;">Page 79</p> <p>1 <b>Q. Again, you understand that you're the</b></p> <p>2 <b>witness that has been designated to testify on this</b></p> <p>3 <b>topic?</b></p> <p>4 A. Yes.</p> <p>5 <b>Q. Ms. Innes, I'm going to have the court</b></p> <p>6 <b>reporter mark as Defendants' Exhibit 5 Exhibit B,</b></p> <p>7 <b>which is certification of named plaintiff pursuant</b></p> <p>8 <b>to federal securities laws, signed by William Hogan</b></p> <p>9 <b>on or about the 18th of October, 2016.</b></p> <p>10 (Innes Exhibit D-5, No Bates numbers,</p> <p>11 Certification of Named Plaintiff Pursuant to</p> <p>12 Federal Securities Laws signed by William</p> <p>13 Hogan on or about the 18th of October, 2016,</p> <p>14 marked for identification.)</p> <p>15 (Reviewing.)</p> <p>16 BY MR. GLENNON:</p> <p>17 <b>Q. Ms. Innes, have you had an opportunity</b></p> <p>18 <b>to review what I've marked as Defendants' Exhibit 5?</b></p> <p>19 A. Yes.</p> <p>20 <b>Q. Do you have an understanding of what</b></p> <p>21 <b>this document is?</b></p> <p>22 A. Yes.</p> <p>23 <b>Q. And what is that understanding?</b></p> <p>24 A. That this is the initial legal</p> <p>25 document putting forth Amalgamated Bank as the</p>	<p style="text-align: right;">Page 80</p> <p>1 plaintiff in this case.</p> <p>2 <b>Q. Would it be fair to say that this is</b></p> <p>3 <b>the certification of Amalgamated Bank which was</b></p> <p>4 <b>offered in support of its motion to be appointed</b></p> <p>5 <b>lead plaintiff?</b></p> <p>6 A. Yes.</p> <p>7 <b>Q. Have you reviewed this document</b></p> <p>8 <b>before?</b></p> <p>9 A. Yes.</p> <p>10 <b>Q. You'll see at the bottom there is a</b></p> <p>11 <b>signature on the certification by Mr. William Hogan,</b></p> <p>12 <b>senior vice president, investment manager.</b></p> <p>13 <b>Do you see that?</b></p> <p>14 A. Yes.</p> <p>15 <b>Q. Do you know Mr. Hogan?</b></p> <p>16 A. Yes.</p> <p>17 <b>Q. And is he, in fact, the senior</b></p> <p>18 <b>vice president, investment manager at Amalgamated</b></p> <p>19 <b>Bank, or was he at this time?</b></p> <p>20 A. Yes.</p> <p>21 <b>Q. Is he no longer at Amalgamated, or is</b></p> <p>22 <b>he working in a different capacity?</b></p> <p>23 A. He's working in a different capacity.</p> <p>24 <b>Q. What is that capacity now, if you</b></p> <p>25 <b>know?</b></p>



Page 81

1 A. He's part of the commercial banking  
2 team.

3 **Q. Do you know -- other than Mr. Hogan,**  
4 **who signed this certification, do you know who**  
5 **actually was responsible for preparing this**  
6 **document?**

7 A. Preparing the written document or the  
8 information gathered for this document?

9 **Q. Both, please.**

10 A. I'm assuming Robbins Geller, it's an  
11 assumption, put together the actual document. And  
12 there would have been numerous people who -- and  
13 departments that put the actual data together.

14 **Q. Now, under -- strike that.**  
15 **The certification itself has a list of**  
16 **essentially six items.**

17 A. Uh-huh.

18 **Q. Do you see that?**

19 A. Yes.

20 **Q. And you'll see -- and we already**  
21 **discussed the fact that the date of this**  
22 **certification was on or around the 18th day of**  
23 **October 2016.**

24 **Do you see that?**

25 A. Yes.

Page 83

1 March 13, 2017.

2 (Innes Exhibit D-6, No Bates numbers,  
3 Consolidated Complaint for the Violations of  
4 the Federal Securities Laws filed on March  
5 13, 2017, marked for identification.)  
6 (Reviewing.)

7 BY MR. GLENNON:

8 **Q. Ms. Innes, I'm not going to ask you to**  
9 **read this entire thing. You can obviously review as**  
10 **much as you would like, but I will refer you to a**  
11 **couple of specific portions of this document.**

12 **If I could direct you first to page 5,**  
13 **paragraph 20, of Defendants' Exhibit 6.**

14 **Do you have that in front of you?**

15 A. Yes.

16 **Q. And paragraph 20 provides, "Plaintiff**  
17 **Amalgamated Bank, as trustee for the LongView**  
18 **Collective Investment Fund ('Plaintiff') as set**  
19 **forth in its certification (Docket No. 40-2**  
20 **incorporated by reference) purchased the stock of**  
21 **CCA during the class period and has been damaged**  
22 **thereby."**

23 **Do you see that?**

24 A. Yes.

25 **Q. If you skip ahead to page 68, you'll**

Page 82

1 **Q. And under Point 1, it says, "Plaintiff**  
2 **has reviewed a complaint and authorized its filing."**

3 **Do you see that?**

4 A. Yes.

5 **Q. Do you know what complaint the**  
6 **plaintiff had reviewed and authorized its filing as**  
7 **of this date?**

8 A. I would have to review the documents.

9 **Q. Which documents would you need to**  
10 **review?**

11 A. The documents provided to me by  
12 counsel.

13 **Q. Okay. Can you be more specific in**  
14 **which document you would need to review in order to**  
15 **understand which complaint plaintiff had reviewed**  
16 **and authorized that's referred to here in this**  
17 **certification which we've marked as Defendants'**  
18 **Exhibit 5?**

19 A. I can't be more specific. I received  
20 a ton of documents.

21 MR. GLENNON: I'm going to have the  
22 court reporter mark as Defendants' Exhibit 6  
23 what is -- a pleading that is titled,  
24 Consolidated Complaint for the Violation of  
25 the Federal Securities Laws filed on

Page 84

1 **see, after the jury demand, a signature block for**  
2 **Robbins Geller Rudman & Dowd.**

3 **Do you see that?**

4 A. Yes.

5 **Q. And you'll see that it's signed by**  
6 **Mr. Christopher Wood; correct?**

7 A. Yes.

8 **Q. And Mr. Wood represents Amalgamated**  
9 **and you in connection with this deposition; right?**

10 A. Correct.

11 **Q. Is it your understanding that this is**  
12 **the amended complaint that Amalgamated filed in this**  
13 **action after being named lead plaintiff?**

14 A. Yes.

15 **Q. You've reviewed this document before;**  
16 **correct?**

17 A. Yes.

18 **Q. I will represent to you, as indicated**  
19 **at the bottom of the document itself, again**  
20 **Defendants' Exhibit 6, it lists the case number, the**  
21 **docket number and then it says, "Filed March 13,**  
22 **2017."**

23 **Do you see that?**

24 A. Yes.

25 **Q. Do you have any reason to believe that**

<p style="text-align: right;">Page 85</p> <p>1 this document wasn't actually filed on March 13, 2 2017?</p> <p>3 A. No.</p> <p>4 Q. Going back to Defendants' Exhibit 5, 5 which is the certification.</p> <p>6 A. Yes.</p> <p>7 Q. The certification is dated October 18, 8 2016; correct?</p> <p>9 A. Correct.</p> <p>10 Q. Having now viewed Defendants' 11 Exhibit 6 and testified that it is your 12 understanding that that is the complaint that 13 Amalgamated filed after being named lead plaintiff, 14 does that refresh your recollection as to which 15 complaint plaintiff says it reviewed in paragraph 1 16 of the certification?</p> <p>17 MR. WOOD: Objection to form.</p> <p>18 THE WITNESS: You would have to ask 19 Will Hogan which complaint he reviewed. I 20 can't -- I do not know.</p> <p>21 BY MR. GLENNON:</p> <p>22 Q. And do you know as of this date, 23 again, the date of the certification, October 18, 24 2016, which complaint Mr. Hogan authorized to be 25 filed?</p>	<p style="text-align: right;">Page 86</p> <p>1 MR. WOOD: Objection to form.</p> <p>2 THE WITNESS: I believe it would be 3 the complaint that was filed.</p> <p>4 BY MR. GLENNON:</p> <p>5 Q. The complaint that was filed on 6 March 13, 2017?</p> <p>7 A. Yes.</p> <p>8 Q. Is that an assumption, or do you have 9 an independent basis for that testimony?</p> <p>10 A. That is an assumption.</p> <p>11 Q. Do you know whether Amalgamated filed 12 another complaint or authorized the filing of 13 another complaint between October 18, 2016, and 14 March 13, 2017?</p> <p>15 MR. WOOD: Objection to form.</p> <p>16 And I'm going to caution you not to 17 reveal any privileged information, but you 18 can answer generally if you know.</p> <p>19 THE WITNESS: I would have to review 20 the documents.</p> <p>21 BY MR. GLENNON:</p> <p>22 Q. Which documents would those be?</p> <p>23 A. Those provided by counsel.</p> <p>24 Q. Just turning your attention briefly 25 back to Defendants' Exhibit 6, which is the</p>
<p style="text-align: right;">Page 87</p> <p>1 consolidated complaint.</p> <p>2 A. Yes.</p> <p>3 Q. Was Amalgamated involved in drafting 4 this complaint?</p> <p>5 A. I am not sure.</p> <p>6 Q. Do you know whether anybody at 7 Amalgamated reviewed this complaint before it was 8 filed?</p> <p>9 A. I believe they did, but I did not 10 specifically ask that question of Will Hogan and 11 counsel.</p> <p>12 Q. So by "they," you're referring to Will 13 Hogan and counsel?</p> <p>14 A. I'm not sure.</p> <p>15 Q. Okay. Just to make sure I understand 16 your testimony, you're not sure whether --</p> <p>17 A. It was reviewed by Amalgamated Bank.</p> <p>18 Q. Before it was filed or at any point?</p> <p>19 A. Before it was filed.</p> <p>20 Q. You reviewed Defendants' Exhibit 6 21 prior to this deposition; correct?</p> <p>22 A. Correct.</p> <p>23 Q. Ms. Innes, I'm going to refer you back 24 to Defendants' Exhibit 2, which, again, is 25 Plaintiffs' Objections and Responses to Defendants'</p>	<p style="text-align: right;">Page 88</p> <p>1 Notice of Rule 30(b)(6) Deposition of Lead Plaintiff 2 Amalgamated Bank, specifically relating to Topic 11, 3 which is at the bottom of page 7.</p> <p>4 (Reviewing.)</p> <p>5 Q. Topic of Examination No. 11 provides, 6 "The motion for class certification and supporting 7 papers filed on June 1, 2018, in this action." 8 The response that follows, after the 9 general objections -- the general objections and 10 objections, concludes with "Plaintiff will designate 11 a witness to testify on this topic."</p> <p>12 Do you see that?</p> <p>13 A. Yes.</p> <p>14 Q. And, again, you understand that you're 15 the witness that has been designated to testify on 16 Topic of Examination No. 11?</p> <p>17 A. Yes.</p> <p>18 MR. GLENNON: I'm going to have the 19 court reporter mark as Defendants' Exhibit 7, 20 Declaration of Eleanor Innes in Support of 21 Lead Plaintiff's Motion for Class 22 Certification, Appointment of Class 23 Representative and Appointment of Class 24 Counsel.</p> <p>25 THE WITNESS: Can I clarify my</p>

<p>1 response to a prior question?</p> <p>2 BY MR. GLENNON:</p> <p>3 <b>Q. Sure.</b></p> <p>4 A. As Amalgamated Bank -- I was referring</p> <p>5 to myself before, but as Amalgamated Bank, Will</p> <p>6 Hogan testified that -- or signed off that he has</p> <p>7 reviewed the complaint before Robbins Geller filed</p> <p>8 it. So I believe it was reviewed by Amalgamated</p> <p>9 Bank.</p> <p>10 <b>Q. Let's go back to that certification</b></p> <p>11 <b>for a moment.</b></p> <p>12 A. Thank you.</p> <p>13 <b>Q. So we're talking about the</b></p> <p>14 <b>certification which has been marked as Defendants'</b></p> <p>15 <b>Exhibit 5?</b></p> <p>16 A. Correct.</p> <p>17 <b>Q. And specifically under Item 1,</b></p> <p>18 <b>"Plaintiff has reviewed a complaint and authorized</b></p> <p>19 <b>its filing"?</b></p> <p>20 A. Correct.</p> <p>21 <b>Q. Now, the certification says "a</b></p> <p>22 <b>complaint." Do you know whether or not it is the</b></p> <p>23 <b>complaint that we've marked as Defendants'</b></p> <p>24 <b>Exhibit 6?</b></p> <p>25 A. I believe it to be.</p>	<p>Page 89</p> <p>1 <b>Q. You believe that as of October 18,</b></p> <p>2 <b>2016, you reviewed a pleading that wasn't filed</b></p> <p>3 <b>until March 13, 2017?</b></p> <p>4 A. I cannot be sure, but if -- but if --</p> <p>5 it says that Will Hogan reviewed the complaint and</p> <p>6 authorized its filing. The complaint that would be</p> <p>7 put together by Robbins Geller would have been</p> <p>8 reviewed by Amalgamated Bank. So if this is the</p> <p>9 complaint filed by Robbins Geller, it would have</p> <p>10 been reviewed by Amalgamated Bank prior to filing.</p> <p>11 <b>Q. Well, the sentence itself on</b></p> <p>12 <b>Defendants' Exhibit 5 says, "Plaintiff has reviewed</b></p> <p>13 <b>a complaint" --</b></p> <p>14 A. Correct.</p> <p>15 <b>Q. -- "and authorized its filing";</b></p> <p>16 <b>correct?</b></p> <p>17 A. Correct.</p> <p>18 <b>Q. It's possible that he could have</b></p> <p>19 <b>reviewed a different complaint and authorized its</b></p> <p>20 <b>filing; isn't that right?</b></p> <p>21 MR. WOOD: Objection to form.</p> <p>22 THE WITNESS: Correct.</p> <p>23 BY MR. GLENNON:</p> <p>24 <b>Q. You don't know which complaint he</b></p> <p>25 <b>reviewed and authorized as of October 18, 2016;</b></p>
<p>Page 91</p> <p>1 correct?</p> <p>2 A. Correct.</p> <p>3 (Innes Exhibit D-7, No Bates numbers,</p> <p>4 Declaration of Eleanor Innes in Support of</p> <p>5 Lead Plaintiff's Motion for Class</p> <p>6 Certification, Appointment of Class</p> <p>7 Representative and Appointment of Class</p> <p>8 Counsel, marked for identification.)</p> <p>9 BY MR. GLENNON:</p> <p>10 <b>Q. Ms. Innes, we were at Exhibit 7, which</b></p> <p>11 <b>was your declaration.</b></p> <p>12 A. Yes.</p> <p>13 <b>Q. You're familiar with this document;</b></p> <p>14 <b>correct?</b></p> <p>15 (Reviewing.)</p> <p>16 A. Correct.</p> <p>17 <b>Q. In fact, you -- that's your signature</b></p> <p>18 <b>on page 2 of this particular exhibit?</b></p> <p>19 A. Correct.</p> <p>20 <b>Q. And you signed this declaration on or</b></p> <p>21 <b>about the 1st day of June 2018 under penalty of</b></p> <p>22 <b>perjury; is that right?</b></p> <p>23 A. Correct.</p> <p>24 <b>Q. Ms. Innes, can you describe for me</b></p> <p>25 <b>your understanding of Amalgamated's duties as class</b></p>	<p>Page 92</p> <p>1 representative, please.</p> <p>2 A. So Amalgamated Bank duty --</p> <p>3 Amalgamated Bank's duties as class representative</p> <p>4 would be to maximize recovery for our shareholders</p> <p>5 and also monitor our legal counsel.</p> <p>6 <b>Q. And directing your attention to</b></p> <p>7 <b>paragraph 4, it provides, "Amalgamated is committed</b></p> <p>8 <b>to continuing to actively direct this litigation and</b></p> <p>9 <b>maximize the recovery for the class. In addition,</b></p> <p>10 <b>Amalgamated, as lead plaintiff and proposed class</b></p> <p>11 <b>representative, understands that it owes fiduciary</b></p> <p>12 <b>duties to all members of the class, to provide fair</b></p> <p>13 <b>and adequate representation and intends to continue</b></p> <p>14 <b>to work with counsel to obtain the maximum recovery</b></p> <p>15 <b>possible for the entire class consistent with good</b></p> <p>16 <b>faith and meritorious advocacy."</b></p> <p>17 Do you see that?</p> <p>18 A. Yes.</p> <p>19 <b>Q. Is that consistent with your</b></p> <p>20 <b>description of Amalgamated's duties as a</b></p> <p>21 <b>representative plaintiff in this action?</b></p> <p>22 A. Yes.</p> <p>23 <b>Q. And how do you define -- "you" being</b></p> <p>24 <b>the person who executed this declaration -- define</b></p> <p>25 <b>the phrase "consistent with good faith and</b></p>

<p style="text-align: right;">Page 93</p> <p>1 meritorious advocacy"?  2 MR. WOOD: Objection to form.  3 THE WITNESS: In -- Amalgamated Bank,  4 to the best of our ability, will pursue the  5 litigation in order to recover the maximum  6 benefit for the shareholders.  7 BY MR. GLENNON:  8 Q. I was focusing more on how you defined  9 the last phrase of paragraph 4.  10 "Consistent with good faith and  11 meritorious advocacy," how do you define that?  12 A. In good faith, doing the best of our  13 ability and meritorious advocacy, to get --  14 throughout being an advocate, Amalgamated Bank would  15 seek to recover the maximum possible recovery.  16 Q. What is your understanding of the  17 class of persons Amalgamated is seeking to  18 represent?  19 A. It would be those shareholders who  20 purchased the stock during the class action period.  21 Q. What is your basis for your belief --  22 or Amalgamated's belief, I should say, that it will  23 fairly and adequately protect the interests of the  24 class members?  25 MR. WOOD: Objection to form.</p>	<p style="text-align: right;">Page 94</p> <p>1 THE WITNESS: Amalgamated Bank is  2 looking to recover the maximum benefit for  3 the shareholders, which, in turn, will  4 benefit the class action.  5 BY MR. GLENNON:  6 Q. Paragraph 6 provides, "Amalgamated  7 will not accept any payment for serving as class  8 representative beyond its pro rata share of any  9 recovery, except for reimbursement of such  10 reasonable costs and expenses, including lost wages  11 directly relating to the representation of the class  12 as ordered or approved by the court."  13 Do you see that?  14 A. Yes.  15 Q. And is that representation accurate?  16 A. Yes.  17 Q. I believe you testified earlier that  18 Amalgamated Bank is not paying costs or expenses in  19 connection with this litigation; is that right?  20 A. Can you clarify?  21 Q. Sure.  22 Do you recall earlier when we were --  23 when I was asking you questions about the payment  24 arrangements between Amalgamated and the two law  25 firms?</p>
<p style="text-align: right;">Page 95</p> <p>1 A. Yes.  2 Q. And after we were talking about the  3 payment of the attorneys' fees, we were talking  4 about expenses, costs and disbursements.  5 Do you recall that testimony?  6 A. Yes.  7 Q. And I believe you testified that, to  8 the best of your knowledge, Amalgamated was not  9 paying any costs, expenses or disbursements in  10 connection with this lawsuit; is that correct?  11 A. Correct.  12 Q. Has anyone from Amalgamated  13 communicated with other persons or entities who  14 purchased or acquired CoreCivic securities during  15 the class period alleged in this lawsuit?  16 MR. WOOD: Objection to form.  17 THE WITNESS: To the best of my  18 knowledge, no.  19 BY MR. GLENNON:  20 Q. And I believe you testified earlier  21 that the other plaintiffs in this lawsuit were other  22 investors in CoreCivic during the class period; is  23 that correct?  24 MR. WOOD: Objection to form and  25 misstates prior testimony.</p>	<p style="text-align: right;">Page 96</p> <p>1 MR. GLENNON: I can restate the  2 question.  3 THE WITNESS: Thank you.  4 BY MR. GLENNON:  5 Q. Do you have an understanding as to who  6 the other plaintiffs that Amalgamated -- the  7 other -- strike that.  8 Do you have an understanding of who  9 the other plaintiffs in this lawsuit are?  10 MR. WOOD: Objection to form.  11 THE WITNESS: It would be those who  12 are part of the class action.  13 BY MR. GLENNON:  14 Q. Who are those that are part of the  15 class action?  16 A. Those shareholders who have purchased  17 the security during the class action period.  18 Q. To the best of your knowledge, has  19 anyone from Amalgamated communicated to the other  20 shareholders who purchased securities during the  21 class period?  22 MR. WOOD: Objection to form.  23 THE WITNESS: No.  24 BY MR. GLENNON:  25 Q. Ms. Innes, I'm going to have the court</p>



<p style="text-align: right;">Page 97</p> <p>1 reporter mark as Defendants' Exhibit 8 the</p> <p>2 Memorandum of Law in Support of Lead Plaintiff's</p> <p>3 Motion for Class Certification, Appointment of Class</p> <p>4 Representative and Appointment of Class Counsel.</p> <p>5 (Innes Exhibit D-8, No Bates numbers,</p> <p>6 Memorandum of Law in Support of Lead</p> <p>7 Plaintiff's Motion for Class Certification,</p> <p>8 Appointment of Class Representative and</p> <p>9 Appointment of Class Counsel, marked for</p> <p>10 identification.)</p> <p>11 (Reviewing.)</p> <p>12 BY MR. GLENNON:</p> <p>13 Q. Ms. Innes, you can obviously feel free</p> <p>14 to review this as much as possible. I am not</p> <p>15 going -- I do not intend to ask you any specifics on</p> <p>16 some discrete area in this brief.</p> <p>17 Do you recognize this document?</p> <p>18 A. Yes.</p> <p>19 Q. And what is your understanding of this</p> <p>20 document?</p> <p>21 A. That it's our motion for class</p> <p>22 certification.</p> <p>23 Q. Did Amalgamated review this document</p> <p>24 prior to the time that it was filed?</p> <p>25 A. I'm not sure.</p>	<p style="text-align: right;">Page 98</p> <p>1 Q. You don't know one way or another</p> <p>2 whether or not Amalgamated reviewed this particular</p> <p>3 document prior to the time that it was filed?</p> <p>4 A. Correct, I'm not sure.</p> <p>5 Q. Do you know whether anybody at</p> <p>6 Amalgamated was involved in drafting this document?</p> <p>7 A. I am not aware.</p> <p>8 Q. Ms. Innes, I'm going to direct you</p> <p>9 back to Exhibit 2 at this point, which is</p> <p>10 Plaintiffs' Objections and Responses to Defendants'</p> <p>11 Notice of Rule 30(b)(6) Deposition of Lead</p> <p>12 Plaintiff, Amalgamated Bank.</p> <p>13 And this time, I'm going to direct you</p> <p>14 to Topic of Examination No. 19 and the Response to</p> <p>15 Topic of Examination No. 19 located on the bottom of</p> <p>16 page 10.</p> <p>17 A. Which page?</p> <p>18 Q. 10.</p> <p>19 A. Thank you.</p> <p>20 Q. Of course.</p> <p>21 (Reviewing.)</p> <p>22 Q. Topic of Examination No. 19 states,</p> <p>23 "Facts, knowledge and information relating to</p> <p>24 Amalgamated's prospective participation as a named</p> <p>25 representative in this -- representative of a class</p>
<p style="text-align: right;">Page 99</p> <p>1 in this action."</p> <p>2 The Response to Topic of</p> <p>3 Examination 19 states, "Subject, of course, to the</p> <p>4 general objections and objections, plaintiff will</p> <p>5 designate a witness to testify as to what</p> <p>6 Amalgamated has done, is doing and will do to</p> <p>7 fulfill its duties as lead plaintiff and as proposed</p> <p>8 class representative in this action."</p> <p>9 Do you see that?</p> <p>10 A. Yes.</p> <p>11 Q. And, again, you understand that you</p> <p>12 are the witness that has been designated in Response</p> <p>13 to Topic of Examination No. 19?</p> <p>14 A. Yes.</p> <p>15 Q. Ms. Innes, can you, in your capacity</p> <p>16 as Amalgamated's representative in this deposition,</p> <p>17 describe Amalgamated's responsibilities in managing</p> <p>18 this class action litigation.</p> <p>19 A. So Amalgamated Bank, with counsel, has</p> <p>20 reviewed and will pursue to get the maximum recovery</p> <p>21 for our shareholders in this litigation on behalf</p> <p>22 the class action.</p> <p>23 Q. And how does Amalgamated Bank pursue</p> <p>24 the maximum recovery for shareholders in this</p> <p>25 litigation?</p>	<p style="text-align: right;">Page 100</p> <p>1 A. With counsel, we'll pursue and go</p> <p>2 through the courts in order to get the maximum</p> <p>3 recovery for our shareholders.</p> <p>4 Q. Can you be any more specific on what</p> <p>5 you mean when you say "pursue"?</p> <p>6 A. By proving the fraud and the</p> <p>7 misleading information by CCA.</p> <p>8 Q. Ms. Innes, is it correct to say that</p> <p>9 you're not aware of whether Amalgamated has reviewed</p> <p>10 any specific pleadings prior to them being filed in</p> <p>11 connection with this lawsuit?</p> <p>12 MR. WOOD: Objection to form.</p> <p>13 THE WITNESS: Can you clarify</p> <p>14 "pleadings."</p> <p>15 BY MR. GLENNON:</p> <p>16 Q. Anything filed with the court.</p> <p>17 A. It's a very broad topic, so I know</p> <p>18 that we have reviewed certain documents and -- but</p> <p>19 I'm not aware of every single document if it has</p> <p>20 been reviewed.</p> <p>21 Q. Let's go through a list.</p> <p>22 We talked about the consolidated</p> <p>23 complaint that Amalgamated filed on or about</p> <p>24 March 13, 2017.</p> <p>25 Do you recall that? That's</p>

<p style="text-align: right;">Page 101</p> <p>1 Defendants' Exhibit 6 if that's helpful.</p> <p>2 A. Correct.</p> <p>3 Q. Do you know whether Amalgamated</p> <p>4 reviewed this specific pleading before the time it</p> <p>5 was filed?</p> <p>6 A. No, I'm not sure.</p> <p>7 MR. WOOD: Objection to form.</p> <p>8 BY MR. GLENNON:</p> <p>9 Q. Then we talked about plaintiff's</p> <p>10 motion to be appointed lead plaintiff in this case.</p> <p>11 Do you recall that testimony?</p> <p>12 MR. WOOD: Objection to form.</p> <p>13 THE WITNESS: Yes.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. You know, that plaintiff, in fact,</p> <p>16 moved to be -- strike that.</p> <p>17 And you know that, in fact,</p> <p>18 Amalgamated moved to be named lead plaintiff;</p> <p>19 correct?</p> <p>20 A. Correct.</p> <p>21 Q. And we talked about the certification</p> <p>22 that accompanied plaintiff's motion to be appointed</p> <p>23 lead plaintiff.</p> <p>24 Do you recall that testimony?</p> <p>25 A. Yes.</p>	<p style="text-align: right;">Page 102</p> <p>1 Q. Do you know whether anybody at</p> <p>2 Amalgamated reviewed and approved the application to</p> <p>3 be named lead plaintiff in this --</p> <p>4 MR. WOOD: Objection --</p> <p>5 BY MR. GLENNON:</p> <p>6 Q. -- litigation?</p> <p>7 MR. WOOD: Objection to form.</p> <p>8 THE WITNESS: I'm not sure.</p> <p>9 BY MR. GLENNON:</p> <p>10 Q. And then most recently we were talking</p> <p>11 about Defendants' Exhibit 8. This is the Memorandum</p> <p>12 of Law in Support of Lead Plaintiff's Motion for</p> <p>13 Class Certification, Appointment of Class</p> <p>14 Representative and Appointment of Lead Counsel.</p> <p>15 Do you see that?</p> <p>16 A. I'm sorry. Which exhibit?</p> <p>17 Q. That's Defendants' Exhibit 8.</p> <p>18 A. 8. Correct.</p> <p>19 Q. Is it fair to say that you don't know</p> <p>20 whether anybody at Amalgamated Bank reviewed and</p> <p>21 approved this filing prior to the time when it was</p> <p>22 filed on or about June 1, 2018?</p> <p>23 MR. WOOD: Objection to form.</p> <p>24 THE WITNESS: Correct.</p> <p>25</p>
<p style="text-align: right;">Page 103</p> <p>1 BY MR. GLENNON:</p> <p>2 Q. Do you know, without discussing the</p> <p>3 content of these discussions, whether anybody at</p> <p>4 Amalgamated participates in strategy discussions</p> <p>5 with outside counsel surrounding the pursuit of this</p> <p>6 lawsuit?</p> <p>7 MR. WOOD: You can answer that</p> <p>8 question if you can without revealing any</p> <p>9 privileged information with counsel.</p> <p>10 THE WITNESS: Amalgamated Bank is in</p> <p>11 constant communication with our lawyers, and</p> <p>12 I am not privy to all the conversations that</p> <p>13 happen with them.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. That's perfectly acceptable.</p> <p>16 When you say "constant communication,"</p> <p>17 how much communication are we talking about?</p> <p>18 A. I believe it's regularly. I believe</p> <p>19 from -- from -- what I know, it's on a weekly to</p> <p>20 biweekly --</p> <p>21 Q. A weekly to biweekly basis?</p> <p>22 A. Generally, broadly speaking. I don't</p> <p>23 want to seem like it's scheduled, but it's a regular</p> <p>24 communication.</p> <p>25 Q. And your best understanding of that is</p>	<p style="text-align: right;">Page 104</p> <p>1 it's a weekly or biweekly communication?</p> <p>2 A. I won't put that on the record. I</p> <p>3 apologize. Strike it. But it's on a regular basis.</p> <p>4 Q. Do you know how regular the</p> <p>5 communications are between Amalgamated and outside</p> <p>6 counsel, again, without getting into the content of</p> <p>7 those communications?</p> <p>8 MR. WOOD: Objection to form.</p> <p>9 THE WITNESS: Can you just repeat</p> <p>10 that. I'm sorry.</p> <p>11 BY MR. GLENNON:</p> <p>12 Q. Sure.</p> <p>13 MR. GLENNON: Can you repeat that.</p> <p>14 (Record read.)</p> <p>15 THE WITNESS: Right. I've been told</p> <p>16 by legal counsel that it's on a regular</p> <p>17 basis.</p> <p>18 BY MR. GLENNON:</p> <p>19 Q. But beyond that, you don't know how</p> <p>20 regular?</p> <p>21 A. Correct.</p> <p>22 Q. You don't know whether it's weekly,</p> <p>23 biweekly, monthly?</p> <p>24 A. No. I misspoke.</p> <p>25 Q. So you don't know.</p>

<p style="text-align: right;">Page 105</p> <p>1 A. I was told that it's on a regular 2 basis. 3 <b>Q. Okay. Just to clarify, but you don't</b> 4 <b>know specifically what "regular basis" means in this</b> 5 <b>context?</b> 6 MR. WOOD: Objection to form. 7 MR. GLENNON: I can ask it more 8 specifically. Sorry. 9 BY MR. GLENNON: 10 <b>Q. You don't have information to say with</b> 11 <b>more specificity what "regular basis" means in this</b> 12 <b>context?</b> 13 MR. WOOD: Objection to form. 14 THE WITNESS: Correct. 15 BY MR. GLENNON: 16 <b>Q. Again, without revealing the content</b> 17 <b>of those discussions, do you know who is responsible</b> 18 <b>for having those regular discussions with outside</b> 19 <b>counsel?</b> 20 MR. WOOD: Objection to form. 21 THE WITNESS: "Responsible" is -- can 22 you rephrase the question. 23 BY MR. GLENNON: 24 <b>Q. Yes, I can.</b> 25 <b>Do you know who is having those</b></p>	<p style="text-align: right;">Page 106</p> <p>1 <b>communications at Amalgamated Bank with outside</b> 2 <b>counsel?</b> 3 A. It would be our legal team. 4 <b>Q. But you yourself have never been on</b> 5 <b>one of those communications?</b> 6 A. And myself. 7 <b>Q. You have been on those communications?</b> 8 A. We have been in communication with our 9 legal counsel on a regular basis. I have been part 10 of -- they're not scheduled. And I have been part 11 of conference calls and meetings, and there have 12 been conference calls and meetings without me with 13 our legal counsel. 14 <b>Q. Do you know how many times Amalgamated</b> 15 <b>has communicated with outside counsel since</b> 16 <b>Amalgamated moved to become lead plaintiff in March</b> 17 <b>of 2014 [sic], just the number of times?</b> 18 MR. WOOD: Objection to form. 19 This is not a memory test, Brian. 20 THE WITNESS: Can you rephrase -- can 21 you just repeat back the question. 22 (Record read.) 23 MR. GLENNON: And, I'm sorry, let me 24 just correct that. It was March of 2017. 25 THE WITNESS: Thank you.</p>
<p style="text-align: right;">Page 107</p> <p>1 MR. WOOD: Same objection. 2 THE WITNESS: I do not know. 3 Can we take a break? 4 MR. GLENNON: Sure. 5 THE VIDEOGRAPHER: The time is 6 approximately 11:40 a.m. We're going off the 7 record. 8 (Recess from the record.) 9 THE VIDEOGRAPHER: We are back on the 10 record. This is DVD No. 3. The time is 11 approximately 11:57 a.m. 12 BY MR. GLENNON: 13 <b>Q. Ms. Innes, thank you for being here</b> 14 <b>again.</b> 15 <b>You understand that you're still</b> 16 <b>testifying under oath?</b> 17 A. Yes. 18 <b>Q. Ms. Innes, I'm going to have the court</b> 19 <b>reporter mark as Defendants' Exhibit 9 Plaintiff</b> 20 <b>Amalgamated Bank's Responses and Objections to</b> 21 <b>Defendant CoreCivic, Inc.'s First Set of Requests</b> 22 <b>for Production of Documents to Plaintiff.</b> 23 <b>You don't have it yet. It's coming to</b> 24 <b>you.</b> 25</p>	<p style="text-align: right;">Page 108</p> <p>1 (Innes Exhibit D-9, No Bates numbers, 2 Plaintiff Amalgamated Bank's Responses and 3 Objections to Defendant CoreCivic Inc.'s 4 First Set of Requests for Production of 5 Documents to Plaintiff, marked for 6 identification.) 7 (Reviewing.) 8 BY MR. GLENNON: 9 <b>Q. Ms. Innes, do you recognize this</b> 10 <b>document?</b> 11 A. Yes. 12 <b>Q. Have you seen it before?</b> 13 A. Yes. 14 <b>Q. And you're aware that this is</b> 15 <b>Amalgamated's responses and objections to</b> 16 <b>CoreCivic's requests for production of documents?</b> 17 A. Yes. 18 <b>Q. Do you know what Amalgamated did in</b> 19 <b>order to respond and produce documents that were</b> 20 <b>responsive to this request?</b> 21 MR. WOOD: I'll just instruct you not 22 to reveal any privileged communications with 23 counsel, but if you want to talk about 24 generally, it's okay. 25 THE WITNESS: It's a very broad</p>



<p style="text-align: right;">Page 109</p> <p>1 question with what Amalgamated Bank did in</p> <p>2 putting together this response, but it would</p> <p>3 be on the advice of legal counsel.</p> <p>4 BY MR. GLENNON:</p> <p>5 <b>Q. Without getting into legal counsel's</b></p> <p>6 <b>advice, did Amalgamated search for documents that</b></p> <p>7 <b>were requested in Exhibit 9?</b></p> <p>8 MR. WOOD: Objection; beyond the</p> <p>9 scope.</p> <p>10 THE WITNESS: Those that were</p> <p>11 requested by legal counsel, yes.</p> <p>12 BY MR. GLENNON:</p> <p>13 <b>Q. Those documents?</b></p> <p>14 A. That would have been requested by</p> <p>15 Robbins Geller, yes.</p> <p>16 <b>Q. Okay. Do you -- again, we'll need to</b></p> <p>17 <b>be careful here because I don't want you to disclose</b></p> <p>18 <b>communications from counsel.</b></p> <p>19 <b>But it's your understanding that a</b></p> <p>20 <b>request came to go and locate documents responsive</b></p> <p>21 <b>to this production?</b></p> <p>22 MR. WOOD: Objection; scope.</p> <p>23 BY MR. GLENNON:</p> <p>24 <b>Q. Responsive to this request, I should</b></p> <p>25 <b>say.</b></p>	<p style="text-align: right;">Page 110</p> <p>1 A. We produced documents in response to</p> <p>2 requests, yes.</p> <p>3 <b>Q. And how precisely did Amalgamated go</b></p> <p>4 <b>about identifying the documents and producing the</b></p> <p>5 <b>documents that are responsive to CoreCivic's</b></p> <p>6 <b>document request?</b></p> <p>7 MR. WOOD: Objection to scope and</p> <p>8 form.</p> <p>9 And if you can answer that without</p> <p>10 revealing privileged communications with</p> <p>11 counsel, you can do so.</p> <p>12 THE WITNESS: Can you just clarify</p> <p>13 what you're looking for?</p> <p>14 BY MR. GLENNON:</p> <p>15 <b>Q. Sure.</b></p> <p>16 <b>Do you know whether Amalgamated</b></p> <p>17 <b>produced documents in response to this request?</b></p> <p>18 A. I know that Amalgamated produced</p> <p>19 documents in response to many requests.</p> <p>20 <b>Q. I'll represent to you that this is our</b></p> <p>21 <b>first request for production of documents and that,</b></p> <p>22 <b>since serving this, we have not served any</b></p> <p>23 <b>additional requests for documents on Amalgamated.</b></p> <p>24 <b>So this would be the request for documents that</b></p> <p>25 <b>CoreCivic served on Amalgamated.</b></p>
<p style="text-align: right;">Page 111</p> <p>1 <b>With that understanding, is it your</b></p> <p>2 <b>testimony that Amalgamated produced documents</b></p> <p>3 <b>responsive to these requests?</b></p> <p>4 MR. WOOD: Objection to form and</p> <p>5 scope.</p> <p>6 THE WITNESS: Yes, I believe</p> <p>7 Amalgamated produced documents in response to</p> <p>8 this request.</p> <p>9 BY MR. GLENNON:</p> <p>10 <b>Q. And who at Amalgamated was responsible</b></p> <p>11 <b>for identifying and producing those documents?</b></p> <p>12 MR. WOOD: Objection to form and</p> <p>13 scope.</p> <p>14 THE WITNESS: In conjunction with</p> <p>15 outside counsel, our legal counsel would be</p> <p>16 responsible for reviewing and producing those</p> <p>17 documents.</p> <p>18 BY MR. GLENNON:</p> <p>19 <b>Q. Understood, but do you know who at</b></p> <p>20 <b>Amalgamated -- strike that.</b></p> <p>21 <b>I'm assuming somebody at Amalgamated</b></p> <p>22 <b>has to go and look through its files or its computer</b></p> <p>23 <b>programs or its corporate repositories to locate</b></p> <p>24 <b>documents that it's going to produce; is that right?</b></p> <p>25 A. Correct.</p>	<p style="text-align: right;">Page 112</p> <p>1 <b>Q. Okay. Who did that?</b></p> <p>2 A. Depending on what the request was, it</p> <p>3 could be part of our operations team or part of our</p> <p>4 IT team. So I can't -- that's why I'm broadly</p> <p>5 answering it.</p> <p>6 <b>Q. Okay. Is it fair to say that you</b></p> <p>7 <b>don't know who specifically at Amalgamated was</b></p> <p>8 <b>responsible for going and identifying the documents</b></p> <p>9 <b>to produce in response to these requests for</b></p> <p>10 <b>production?</b></p> <p>11 MR. WOOD: Objection to form and</p> <p>12 scope.</p> <p>13 THE WITNESS: So legal counsel would</p> <p>14 identify what documents and then ask the</p> <p>15 appropriate person at Amalgamated Bank to</p> <p>16 retrieve those documents.</p> <p>17 BY MR. GLENNON:</p> <p>18 <b>Q. Totally understood.</b></p> <p>19 <b>My question to you is, who at</b></p> <p>20 <b>Amalgamated Bank, on the receiving end of that</b></p> <p>21 <b>direction, went out and identified and collected the</b></p> <p>22 <b>documents that are responsive to this request?</b></p> <p>23 MR. WOOD: Same objections.</p> <p>24 THE WITNESS: Again, it would be -- it</p> <p>25 would be numerous people.</p>

<p>Page 113</p> <p>1 BY MR. GLENNON:</p> <p>2 <b>Q. But can you identify anyone</b></p> <p>3 <b>specifically?</b></p> <p>4 MR. WOOD: Same objections.</p> <p>5 THE WITNESS: Without a specific</p> <p>6 example, no.</p> <p>7 BY MR. GLENNON:</p> <p>8 <b>Q. Well, in any of these requests, do you</b></p> <p>9 <b>know of any individual who participated in going out</b></p> <p>10 <b>and collecting documents responsive to these</b></p> <p>11 <b>requests?</b></p> <p>12 MR. WOOD: Same objections.</p> <p>13 THE WITNESS: Yes, I know of a couple</p> <p>14 people who participate -- who gathered</p> <p>15 documents, but I'm not aware of everyone who</p> <p>16 gathered documents.</p> <p>17 BY MR. GLENNON:</p> <p>18 <b>Q. That's fine.</b></p> <p>19 <b>Who do you know that participated in</b></p> <p>20 <b>gathering documents in response to these requests?</b></p> <p>21 MR. WOOD: Same objections.</p> <p>22 THE WITNESS: O'Neil Martin, who is</p> <p>23 head of our fund accounting unit in the</p> <p>24 operations department, would have helped in</p> <p>25 getting these documents.</p>	<p>Page 114</p> <p>1 We have people in our client-servicing</p> <p>2 area who would have helped in producing</p> <p>3 certain documents and also our compliance</p> <p>4 officer who would have helped, in addition to</p> <p>5 many others.</p> <p>6 So not having -- that is a very broad</p> <p>7 response. I am not aware of every single</p> <p>8 person who got documents for this case.</p> <p>9 BY MR. GLENNON:</p> <p>10 <b>Q. That's fair.</b></p> <p>11 <b>With respect to O'Neil Martin and the</b></p> <p>12 <b>individuals in the client-servicing area and the</b></p> <p>13 <b>compliance officer, is your testimony based on</b></p> <p>14 <b>personal knowledge that they participated in</b></p> <p>15 <b>responding to this request, or is your testimony</b></p> <p>16 <b>based on pattern or practice and a general</b></p> <p>17 <b>understanding of how Amalgamated operates generally?</b></p> <p>18 MR. WOOD: Objection to form and</p> <p>19 scope.</p> <p>20 THE WITNESS: Both.</p> <p>21 BY MR. GLENNON:</p> <p>22 <b>Q. Okay. So you know that the</b></p> <p>23 <b>individuals that I just identified, in fact,</b></p> <p>24 <b>participated in the collection and production of the</b></p> <p>25 <b>documents responsive to this request?</b></p>
<p>Page 115</p> <p>1 MR. WOOD: Same objections.</p> <p>2 THE WITNESS: I know specifically</p> <p>3 O'Neil Martin participated and -- in addition</p> <p>4 to -- then broadly speaking, in general for</p> <p>5 these types of requests, the other</p> <p>6 individuals who may have been asked.</p> <p>7 BY MR. GLENNON:</p> <p>8 <b>Q. Okay. And do you have an</b></p> <p>9 <b>understanding as to the volume of documents that</b></p> <p>10 <b>Amalgamated produced in response to these requests?</b></p> <p>11 MR. WOOD: Same objections.</p> <p>12 THE WITNESS: Do I have an</p> <p>13 understanding. I do not know exactly the</p> <p>14 volume that was produced, but I can imagine</p> <p>15 it was probably a significant amount.</p> <p>16 BY MR. GLENNON:</p> <p>17 <b>Q. Is that speculation?</b></p> <p>18 A. That is speculation.</p> <p>19 <b>Q. Are you aware of any documents that</b></p> <p>20 <b>are responsive to these requests that have not been</b></p> <p>21 <b>produced?</b></p> <p>22 MR. WOOD: Objection to the form and</p> <p>23 scope.</p> <p>24 THE WITNESS: No.</p> <p>25</p>	<p>Page 116</p> <p>1 BY MR. GLENNON:</p> <p>2 <b>Q. Ms. Innes, I'm going to bring you back</b></p> <p>3 <b>to Defendants' Exhibit 2 again, the Plaintiffs'</b></p> <p>4 <b>Objections and Responses to Defendants' Notice of</b></p> <p>5 <b>Rule 30(b)(6) Deposition of Lead Plaintiff,</b></p> <p>6 <b>Amalgamated Bank.</b></p> <p>7 <b>This time I will be focusing you on</b></p> <p>8 <b>Topic of Examination 17, which starts at the bottom</b></p> <p>9 <b>of page 9. Response comes over to page 10.</b></p> <p>10 <b>Topic of Examination No. 17 provides,</b></p> <p>11 <b>"The basis for your claims in this action that</b></p> <p>12 <b>CoreCivic or the individual defendants violated the</b></p> <p>13 <b>federal securities laws."</b></p> <p>14 <b>The response at the top of page 10,</b></p> <p>15 <b>following the general objections and objections,</b></p> <p>16 <b>provides, "Plaintiff will designate a witness to</b></p> <p>17 <b>testify solely as to the general basis of the claims</b></p> <p>18 <b>articulated in the complaint."</b></p> <p>19 <b>Do you see that?</b></p> <p>20 A. Yes.</p> <p>21 <b>Q. And you understand that you're the</b></p> <p>22 <b>witness that has been designated to testify on Topic</b></p> <p>23 <b>of Examination 17?</b></p> <p>24 A. Yes.</p> <p>25 <b>Q. Prior to filing this lawsuit,</b></p>

<p style="text-align: right;">Page 117</p> <p>1 actually -- strike that.</p> <p>2 Do you know if Amalgamated has any</p> <p>3 banking or other business relationships with</p> <p>4 CoreCivic?</p> <p>5 A. I am not aware.</p> <p>6 Q. Prior to filing this lawsuit, have you</p> <p>7 ever heard of CoreCivic or its predecessor named</p> <p>8 Corrections Corporation of America?</p> <p>9 A. Yes, I've heard of the name.</p> <p>10 Q. You heard the name in the ordinary</p> <p>11 course of business or just generally in discussions</p> <p>12 or --</p> <p>13 A. As an index fund manager and as an</p> <p>14 analyst, I have heard of the company before.</p> <p>15 Q. Were you aware that Amalgamated held</p> <p>16 stock in CoreCivic on behalf of its clients?</p> <p>17 A. Yes.</p> <p>18 Q. What is your understanding of the</p> <p>19 allegations that Amalgamated is asserting against</p> <p>20 CoreCivic in this litigation?</p> <p>21 MR. WOOD: Objection to form.</p> <p>22 THE WITNESS: That CCA purposely</p> <p>23 misled and defrauded its shareholders with</p> <p>24 its statements regarding the quality and cost</p> <p>25 savings that the correctional facilities were</p>	<p style="text-align: right;">Page 118</p> <p>1 providing to its clients.</p> <p>2 BY MR. GLENNON:</p> <p>3 Q. And those are the false statements</p> <p>4 that are alleged in the complaint?</p> <p>5 A. Correct.</p> <p>6 Q. Are you aware -- strike that.</p> <p>7 Are any of the -- as you sit here</p> <p>8 today, do you believe that any of the alleged false</p> <p>9 statements asserted in the complaint are, in fact,</p> <p>10 not false or misleading?</p> <p>11 MR. WOOD: Objection to form.</p> <p>12 THE WITNESS: No.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. As you sit here today, are you aware</p> <p>15 of any false or misleading statements made by CCA,</p> <p>16 or CoreCivic, that are not asserted in the</p> <p>17 complaint?</p> <p>18 MR. WOOD: Objection to form.</p> <p>19 THE WITNESS: No.</p> <p>20 BY MR. GLENNON:</p> <p>21 Q. And what is your basis for saying that</p> <p>22 the alleged false or misleading statements asserted</p> <p>23 in the complaint are, in fact, false or misleading?</p> <p>24 MR. WOOD: Objection to form.</p> <p>25 THE WITNESS: This is based on the</p>
<p style="text-align: right;">Page 119</p> <p>1 Department of Justice memorandum and the</p> <p>2 Yates memorandum that was issued in 2016 on</p> <p>3 the state of the private prison companies.</p> <p>4 BY MR. GLENNON:</p> <p>5 Q. And how did that memorandum inform</p> <p>6 your belief that the statements alleged in the</p> <p>7 complaint are, in fact, false or misleading?</p> <p>8 MR. WOOD: Objection to form.</p> <p>9 THE WITNESS: It pointed to the fraud</p> <p>10 and the misleading statements by CCA</p> <p>11 management in reference to their correctional</p> <p>12 facilities.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. So your testimony is that the</p> <p>15 Department of Justice memorandum that was issued in</p> <p>16 2016 pointed to the fraud and misleading statements</p> <p>17 by CCA management?</p> <p>18 MR. WOOD: Objection to form.</p> <p>19 THE WITNESS: It's a very broad</p> <p>20 question, but it is my understanding that</p> <p>21 with the reports that were put out by the DOJ</p> <p>22 and the Yates memorandum publicly, it was</p> <p>23 reported that statements made by CCA</p> <p>24 throughout the class action period were false</p> <p>25 and misleading.</p>	<p style="text-align: right;">Page 120</p> <p>1 BY MR. GLENNON:</p> <p>2 Q. So, again, your testimony is that the</p> <p>3 reports put out by the DOJ reported that statements</p> <p>4 by CCA made during the class period were false or</p> <p>5 misleading; correct?</p> <p>6 MR. WOOD: Objection to form.</p> <p>7 THE WITNESS: That was not</p> <p>8 specifically what was in the report, but it</p> <p>9 has led to that there's a contradiction in</p> <p>10 what CCA was saying versus what the company</p> <p>11 was actually -- the results the company</p> <p>12 actually had with its clients and with its</p> <p>13 facilities.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. Do you know what specific statements</p> <p>16 by CCA the DOJ contended were false or misleading?</p> <p>17 MR. WOOD: Objection to form;</p> <p>18 misstates testimony.</p> <p>19 THE WITNESS: The DOJ and the Yates</p> <p>20 memorandum did not specifically state that</p> <p>21 CCA had false and misleading statements, but</p> <p>22 did report the fact that what CCA's</p> <p>23 management team was reporting out to its</p> <p>24 clients and prospective shareholders was</p> <p>25 false and misleading. It contradicted what</p>

<p style="text-align: right;">Page 121</p> <p>1 CCA's management team was putting out there.</p> <p>2 BY MR. GLENNON:</p> <p>3 <b>Q. I see.</b></p> <p>4 <b>And my question for you is that -- did</b></p> <p>5 <b>the DOJ or the Yates memorandum, as you're</b></p> <p>6 <b>describing them --</b></p> <p>7 A. Yes.</p> <p>8 <b>Q. -- did they specifically say that CCA</b></p> <p>9 <b>had been making false or misleading statements?</b></p> <p>10 MR. WOOD: Objection to form.</p> <p>11 THE WITNESS: No, it did not</p> <p>12 specifically say that there were false or</p> <p>13 misleading statements by CCA.</p> <p>14 BY MR. GLENNON:</p> <p>15 <b>Q. Okay. So your testimony is that DOJ</b></p> <p>16 <b>and the Yates memorandum -- how did the DOJ and the</b></p> <p>17 <b>Yates memorandum result in your view that</b></p> <p>18 <b>CoreCivic's, or CCA's, statements during the class</b></p> <p>19 <b>period were false?</b></p> <p>20 MR. WOOD: Objection to form.</p> <p>21 THE WITNESS: In the DOJ and the Yates</p> <p>22 memorandum, it specifically stated that</p> <p>23 private prisons were -- the quality versus</p> <p>24 the Bureau of Prisons was not better, nor was</p> <p>25 there significant cost savings in the</p>	<p style="text-align: right;">Page 122</p> <p>1 services they were providing, which is in</p> <p>2 direct contradiction to statements made by</p> <p>3 senior management of CCA throughout the class</p> <p>4 action period.</p> <p>5 BY MR. GLENNON:</p> <p>6 <b>Q. You're familiar with the fact that</b></p> <p>7 <b>there's more than one private prison contractor;</b></p> <p>8 <b>correct?</b></p> <p>9 A. Correct.</p> <p>10 <b>Q. And did the Yates memorandum identify</b></p> <p>11 <b>CCA, or CoreCivic, specifically?</b></p> <p>12 MR. WOOD: Objection to form.</p> <p>13 THE WITNESS: I don't recall. I think</p> <p>14 the Yates memorandum specifically cited CCA.</p> <p>15 BY MR. GLENNON:</p> <p>16 <b>Q. Is CCA the only private -- is it your</b></p> <p>17 <b>belief that CCA is the only private corrections</b></p> <p>18 <b>organization that engaged in -- or that made false</b></p> <p>19 <b>and misleading statements during the class period?</b></p> <p>20 MR. WOOD: Objection to form.</p> <p>21 THE WITNESS: It is my belief that CCA</p> <p>22 is the worst of the private prison companies.</p> <p>23 BY MR. GLENNON:</p> <p>24 <b>Q. And what's that belief based on?</b></p> <p>25 A. Partially conversations with general</p>
<p style="text-align: right;">Page 123</p> <p>1 counsel and outside counsel.</p> <p>2 <b>Q. So you can't reveal to me the basis of</b></p> <p>3 <b>your testimony that you believe CCA is the worst</b></p> <p>4 <b>without disclosing privileged communications?</b></p> <p>5 A. I believe it was in one of the --</p> <p>6 either the Department of Justice or the Yates</p> <p>7 memorandum.</p> <p>8 <b>Q. That stated that CCA was the worst of</b></p> <p>9 <b>the private prison --</b></p> <p>10 A. Not in those specific terms, but that</p> <p>11 it had, I believe, more of the significant and more</p> <p>12 numerous violations.</p> <p>13 <b>Q. Who are the other private prison</b></p> <p>14 <b>contractors?</b></p> <p>15 MR. WOOD: Objection to scope.</p> <p>16 THE WITNESS: I believe that's the Geo</p> <p>17 Group, and also there's another private --</p> <p>18 not public, private prison's corp., but the</p> <p>19 name escapes me.</p> <p>20 BY MR. GLENNON:</p> <p>21 <b>Q. Do you know whether the Geo Group or</b></p> <p>22 <b>this other private prison entity, whose name you</b></p> <p>23 <b>can't presently recall, were also included in what</b></p> <p>24 <b>you've described as the DOJ memo and the Yates memo?</b></p> <p>25 A. I can't recall which one, whether it</p>	<p style="text-align: right;">Page 124</p> <p>1 was the Yates memorandum or the DOJ memorandum,</p> <p>2 where they actually named CCA, but I believe the Geo</p> <p>3 Group was also named.</p> <p>4 <b>Q. Do you have a belief as you sit here</b></p> <p>5 <b>today as to whether or not the Geo Group engaged in</b></p> <p>6 <b>making false statements during the period of time</b></p> <p>7 <b>leading up between the DOJ memorandum and the Yates</b></p> <p>8 <b>memorandum?</b></p> <p>9 MR. WOOD: Objection to form; calls</p> <p>10 for a legal conclusion.</p> <p>11 THE WITNESS: I'm not sure. I've not</p> <p>12 reviewed that.</p> <p>13 BY MR. GLENNON:</p> <p>14 <b>Q. Now, you had said that -- if I</b></p> <p>15 <b>understand, that the DOJ memorandum and the Yates</b></p> <p>16 <b>memorandum had statements contained in there that</b></p> <p>17 <b>you believe demonstrated that statements during the</b></p> <p>18 <b>class period that CoreCivic made were false; is that</b></p> <p>19 <b>correct?</b></p> <p>20 A. Correct.</p> <p>21 <b>Q. So, in other words, the -- your basis</b></p> <p>22 <b>for saying the class period statements are false</b></p> <p>23 <b>are, in fact, the DOJ memorandum and the Yates</b></p> <p>24 <b>memorandum?</b></p> <p>25 MR. WOOD: Objection to the form;</p>



<p style="text-align: right;">Page 125</p> <p>1 calls for a legal conclusion and misstates 2 prior testimony. 3 THE WITNESS: Can you restate the 4 question. 5 MR. GLENNON: Can you repeat the 6 question for me, please. 7 (Record read.) 8 MR. WOOD: Same objections. 9 THE WITNESS: In -- in addition to 10 other -- those were the two -- that was the 11 public catalyst -- strike that. I'm sorry. 12 But that -- yes, those are the two 13 that as part of -- that led Amalgamated To 14 believe that there are false and misleading 15 statements by CCA. 16 BY MR. GLENNON: 17 <b>Q. You understand that you accused CCA,</b> 18 <b>or CoreCivic, and the individual defendants not just</b> 19 <b>of making false statements, but of engaging in</b> 20 <b>securities fraud; correct?</b> 21 MR. WOOD: Objection to form. 22 THE WITNESS: Correct. 23 BY MR. GLENNON: 24 <b>Q. It is your belief, as you sit here</b> 25 <b>today, that the individual defendants, that would be</b></p>	<p style="text-align: right;">Page 126</p> <p>1 <b>the CEO, two CFOs and the chief corrections officer,</b> 2 <b>intended to defraud CoreCivic's shareholders?</b> 3 MR. WOOD: Objection to form; calls 4 for a legal conclusion. 5 THE WITNESS: Correct. 6 BY MR. GLENNON: 7 <b>Q. You understand there's a difference</b> 8 <b>between saying something that's incorrect and</b> 9 <b>outright lying about it; right?</b> 10 MR. WOOD: Objection to form. 11 THE WITNESS: Correct. 12 BY MR. GLENNON: 13 <b>Q. And you're accusing in this lawsuit my</b> 14 <b>clients of intentionally lying; correct?</b> 15 MR. WOOD: Objection to form; calls 16 for a legal conclusion. 17 THE WITNESS: I believe your client's 18 purposely misled and said false and 19 misleading statements. 20 BY MR. GLENNON: 21 <b>Q. And what is your basis for that</b> 22 <b>belief?</b> 23 MR. WOOD: Objection to form; calls 24 for a legal conclusion. 25 And I would also caution you not to</p>
<p style="text-align: right;">Page 127</p> <p>1 reveal any communications with counsel, but 2 if you can answer that without revealing 3 those communications, you can. 4 THE WITNESS: The false and misleading 5 statements that your clients have made during 6 the class action period, based on the 7 information such as the Bureau of Prison 8 reports and the notices that were filed in -- 9 showing that CCA had lower quality facilities 10 and there were not substantial cost savings 11 from their services, is the basis for why we 12 are pursuing litigation against CCA and why 13 we believe that there are intentional false 14 and misleading statements by the company in 15 addition to the Department of Justice and the 16 Yates memorandum. 17 BY MR. GLENNON: 18 <b>Q. Just to wrap this up, Ms. Innes, you</b> 19 <b>understand you're testifying on behalf of</b> 20 <b>Amalgamated; correct?</b> 21 A. Yes. 22 <b>Q. And Amalgamated is the lead plaintiff</b> 23 <b>in this case; correct?</b> 24 A. Yes. 25 <b>Q. And you've been designated to testify</b></p>	<p style="text-align: right;">Page 128</p> <p>1 <b>on the topic of the basis for your claims in this</b> 2 <b>action that CoreCivic or the individual defendants</b> 3 <b>violated the securities laws; correct?</b> 4 MR. WOOD: Objection to form. 5 THE WITNESS: Yes. 6 BY MR. GLENNON: 7 <b>Q. And it's your testimony that the basis</b> 8 <b>for your assertion that my clients lied was based on</b> 9 <b>DOP and DOJ reports that came out somewhere near the</b> 10 <b>end of the class period --</b> 11 MR. WOOD: Objection to form -- 12 BY MR. GLENNON: 13 <b>Q. -- is that correct?</b> 14 MR. WOOD: Objection to form; asked 15 and answered, calls for a legal conclusion. 16 And if you can answer without 17 revealing privileged information -- 18 MR. GLENNON: Let me just respond to 19 that objection, if I could. 20 She's designated on behalf of the lead 21 plaintiff for the basis for your claims that 22 the individual defendants violated the 23 federal securities laws. I'm not asking for 24 a legal conclusion. I certainly don't want 25 privileged information.</p>

<p style="text-align: right;">Page 129</p> <p>1 But I am entitled to understand the</p> <p>2 basis for Amalgamated's views that my client</p> <p>3 lied.</p> <p>4 BY MR. GLENNON:</p> <p>5 <b>Q. And so my question is --</b></p> <p>6 MR. WOOD: Before you ask your</p> <p>7 question, so we keep the record clear, I'm</p> <p>8 going to respond to your response, which is</p> <p>9 that our response to Topic of Examination</p> <p>10 No. 17 says that the basis for plaintiffs'</p> <p>11 claims is fully set forth in the complaint in</p> <p>12 this action.</p> <p>13 And as you know, Brian, the court</p> <p>14 issued a long order upholding that complaint</p> <p>15 describing the basis for the claims and why</p> <p>16 it was sufficient to state a claim under the</p> <p>17 PSLRA.</p> <p>18 She has answered in detail about what</p> <p>19 the complaint is about, which is set forth in</p> <p>20 the complaint.</p> <p>21 So you can ask her anything you want,</p> <p>22 but we have already responded to this in</p> <p>23 writing, the court's upheld the complaint,</p> <p>24 and she's testified about what this case is</p> <p>25 about.</p>	<p style="text-align: right;">Page 130</p> <p>1 So you can keep asking your questions.</p> <p>2 I'm going to make the same objections.</p> <p>3 MR. GLENNON: That's fine. You can</p> <p>4 make it a standing objection if you'd like.</p> <p>5 I'm just trying to get at a very narrow</p> <p>6 issue.</p> <p>7 MR. WOOD: You're not. You're getting</p> <p>8 at the entire case, which is set forth in a</p> <p>9 long complaint, which we briefed and the</p> <p>10 court upheld.</p> <p>11 MR. GLENNON: Let me ask it then as</p> <p>12 succinctly as I possibly can.</p> <p>13 BY MR. GLENNON:</p> <p>14 <b>Q. As the designee for Amalgamated on</b></p> <p>15 <b>this issue, which is the basis of the claims that</b></p> <p>16 <b>you have brought against my clients, what is your</b></p> <p>17 <b>basis, what is your understanding as to why you</b></p> <p>18 <b>think my clients intentionally lied?</b></p> <p>19 MR. WOOD: Same objections. Objection</p> <p>20 to form; calls for a legal conclusion, asked</p> <p>21 and answered.</p> <p>22 And if you can answer the question</p> <p>23 without revealing privileged information, you</p> <p>24 can do so.</p> <p>25 THE WITNESS: Can you just rephrase</p>
<p style="text-align: right;">Page 131</p> <p>1 the question.</p> <p>2 MR. GLENNON: Let me have the court</p> <p>3 reporter repeat the question.</p> <p>4 THE WITNESS: Thank you.</p> <p>5 (Record read.)</p> <p>6 MR. WOOD: Same objections.</p> <p>7 THE WITNESS: I feel like the</p> <p>8 question's been asked and answered.</p> <p>9 Throughout the period, four CCA executives</p> <p>10 had made false and misleading statements.</p> <p>11 And this is based on various reports that we</p> <p>12 have been provided and discussions with legal</p> <p>13 counsel.</p> <p>14 As to the specifics, I just refer to</p> <p>15 the Yates memorandum and the DOJ as specific</p> <p>16 public reports that contradicted or had</p> <p>17 additional information regarding CCA's --</p> <p>18 regarding CCA and the private prisons and</p> <p>19 their institutions and how they're run and</p> <p>20 the quality versus the cost savings.</p> <p>21 MR. GLENNON: Can we go off the record</p> <p>22 just for one moment.</p> <p>23 THE VIDEOGRAPHER: The time is</p> <p>24 approximately 12:32 p.m. and we're going off</p> <p>25 the record.</p>	<p style="text-align: right;">Page 132</p> <p>1 (Recess from the record.)</p> <p>2 THE VIDEOGRAPHER: We are back on the</p> <p>3 record. The time is approximately 12:40 p.m.</p> <p>4 MR. WHITWORTH: I'll note for the</p> <p>5 record that Brian Glennon has left of the</p> <p>6 deposition to attend to another matter.</p> <p>7 EXAMINATION</p> <p>8 BY MR. WHITWORTH:</p> <p>9 <b>Q. Ms. Innes, my name is Morgan</b></p> <p>10 <b>Whitworth. I introduced myself briefly before, but</b></p> <p>11 <b>I'm another one of the lawyers representing the</b></p> <p>12 <b>defendants. And I'm going to ask you a few</b></p> <p>13 <b>questions about Amalgamated's background and</b></p> <p>14 <b>investment process.</b></p> <p>15 A. Okay.</p> <p>16 <b>Q. First, is Amalgamated a publicly</b></p> <p>17 <b>listed company?</b></p> <p>18 A. No.</p> <p>19 <b>Q. So it's privately held?</b></p> <p>20 A. Yes.</p> <p>21 <b>Q. Who are the major shareholders of</b></p> <p>22 <b>Amalgamated?</b></p> <p>23 A. Amalgamated Bank is primarily owned by</p> <p>24 unions.</p> <p>25 <b>Q. Any union in particular?</b></p>

<p style="text-align: right;">Page 133</p> <p>1 A. It's not coming to mind right now.</p> <p>2 <b>Q. Does the Workers United union ring a</b></p> <p>3 <b>bell?</b></p> <p>4 A. I believe so. That's one of them.</p> <p>5 There's been many restructurings, so I couldn't</p> <p>6 remember the name.</p> <p>7 <b>Q. Are you familiar with an institutional</b></p> <p>8 <b>investor called WL Ross &amp; Co.?</b></p> <p>9 A. Yes.</p> <p>10 <b>Q. Is that another shareholder of</b></p> <p>11 <b>Amalgamated?</b></p> <p>12 A. Yes.</p> <p>13 <b>Q. Are you familiar with Amalgamated's</b></p> <p>14 <b>corporate governance structure?</b></p> <p>15 A. Yes.</p> <p>16 <b>Q. Does Amalgamated have a board of</b></p> <p>17 <b>directors?</b></p> <p>18 A. Yes.</p> <p>19 <b>Q. Does the Workers United union control</b></p> <p>20 <b>a majority of the board?</b></p> <p>21 MR. WOOD: Objection.</p> <p>22 BY MR. WHITWORTH:</p> <p>23 <b>Q. If you know.</b></p> <p>24 A. I'm not sure.</p> <p>25 <b>Q. Do you know if the Workers United</b></p>	<p style="text-align: right;">Page 134</p> <p>1 <b>union has any seats on Amalgamated's board?</b></p> <p>2 A. Yes, I believe the union does.</p> <p>3 <b>Q. Do you know if WL Ross &amp; Co. has a</b></p> <p>4 <b>seat on Amalgamated's board?</b></p> <p>5 A. Yes.</p> <p>6 <b>Q. Approximately what are Amalgamated's</b></p> <p>7 <b>assets under management?</b></p> <p>8 A. So the trust department's or</p> <p>9 investment management division assets under</p> <p>10 management is approximately \$11 billion as of</p> <p>11 quarter end.</p> <p>12 <b>Q. And what percentage of those assets</b></p> <p>13 <b>are managed on behalf of, if you know, individuals?</b></p> <p>14 A. Small percentage, if any. So this is</p> <p>15 Amalgamated Bank trust department, not Amalgamated</p> <p>16 Bank the retail side.</p> <p>17 <b>Q. So on whose behalf are those assets</b></p> <p>18 <b>managed?</b></p> <p>19 MR. WOOD: Objection to form.</p> <p>20 THE WITNESS: Primarily pension funds</p> <p>21 of Taft-Hartley or unions and public funds.</p> <p>22 BY MR. WHITWORTH:</p> <p>23 <b>Q. Does Amalgamated invest its own money,</b></p> <p>24 <b>meaning for its own account?</b></p> <p>25 A. No, we do not.</p>
<p style="text-align: right;">Page 135</p> <p>1 <b>Q. Is the same true for employees?</b></p> <p>2 MR. WOOD: Objection to form.</p> <p>3 THE WITNESS: Can you rephrase the</p> <p>4 question.</p> <p>5 BY MR. WHITWORTH:</p> <p>6 <b>Q. Sure.</b></p> <p>7 <b>So outside of their participation in</b></p> <p>8 <b>any pension plan or Taft-Hartley plan, can</b></p> <p>9 <b>Amalgamated employees invest their own money</b></p> <p>10 <b>alongside customers?</b></p> <p>11 A. No, we cannot.</p> <p>12 <b>Q. Now, if you could turn back to your</b></p> <p>13 <b>declaration in this matter, which is Exhibit 7.</b></p> <p>14 <b>If you could look in the first</b></p> <p>15 <b>paragraph, four lines down, do you see where it</b></p> <p>16 <b>says, "Amalgamated is a socially responsible bank"?</b></p> <p>17 A. Yes.</p> <p>18 <b>Q. What does that mean?</b></p> <p>19 A. Amalgamated Bank has a mission to be</p> <p>20 the preeminent bank of progressive organizations.</p> <p>21 And the socially responsible bank is that we try to</p> <p>22 do better. We're a bank that tries to help our</p> <p>23 undocumented -- undocumented -- try to help the</p> <p>24 underbank- -- I'm sorry -- I'm sorry. I was</p> <p>25 interrupted.</p>	<p style="text-align: right;">Page 136</p> <p>1 Amalgamated Bank, socially</p> <p>2 responsible. We try to do good. We try to invest</p> <p>3 for good. We try to help those who are working with</p> <p>4 ESG factors and corporate governance factors. And</p> <p>5 we also try to -- we were founded on the premise of</p> <p>6 helping the underbanked, those that the larger banks</p> <p>7 have overlooked.</p> <p>8 <b>Q. You mentioned, "ESG factors." What</b></p> <p>9 <b>does that mean?</b></p> <p>10 A. So environmental, social and</p> <p>11 governance factors; companies that have better</p> <p>12 environmental practices, have social programs, and</p> <p>13 have better corporate governance.</p> <p>14 <b>Q. Does your conception of being a</b></p> <p>15 <b>socially responsible bank affect your investment</b></p> <p>16 <b>decisions on behalf of your customers?</b></p> <p>17 A. No, they do not.</p> <p>18 <b>Q. So in what way do you act on your</b></p> <p>19 <b>conception of social responsibility?</b></p> <p>20 A. So Amalgamated Bank as a socially</p> <p>21 responsible bank, that is the retail commercial</p> <p>22 side. Amalgamated Bank, the trust department, which</p> <p>23 is where I work in, as an ERISA fiduciary, we have</p> <p>24 to do what's in the best interests of our clients.</p> <p>25 And although we'll take into</p>



Page 137

1 certain -- certain of our investment strategies will  
2 take into some ESG components, it's not the  
3 overriding factor in how we invest. There has to be  
4 a financial thesis behind our investments versus  
5 just investing for good.

6 **Q. Does your conception of being socially**  
7 **responsible affect your decisions to bring**  
8 **litigation?**

9 A. Not all litigation, but we do take  
10 into account those practices that we value as a  
11 socially responsible bank and having better  
12 corporate governance for our firms and, therefore,  
13 our clients' money. So we do take that into account  
14 when pursuing litigation.

15 **Q. I'll move to your investment strategy.**  
16 **Could you describe the governance of**  
17 **the LongView funds?**

18 A. Can you clarify "governance."

19 **Q. Sure.**

20 **So you testified earlier about a trust**  
21 **committee. Does that trust committee oversee the**  
22 **LongView funds?**

23 A. Yes.

24 **Q. And does the trust committee actively**  
25 **manage the LongView funds?**

Page 139

1 **Q. Does Amalgamated offer any alternative**  
2 **investment funds, for example, private equity hedge**  
3 **funds, currencies?**

4 A. Yes. We do offer some broadly  
5 termed -- depending on what your definition of  
6 "alternative" is, yes, we do have some alternative  
7 offerings.

8 **Q. So how would you define "alternative"?**

9 A. So in this case, we have a LongView  
10 private equity fund that is closed, so no additional  
11 assets are invested. We have a workforce housing  
12 fund, which is not your general equity or fixed  
13 income investments; it's loans in addition to real  
14 estate. And we also have the LongView ultra real  
15 estate fund.

16 **Q. Do you have any funds that you would**  
17 **characterize as quantitative funds?**

18 A. Yes.

19 **Q. How would you define a quantitative**  
20 **fund?**

21 A. Well, our quantitative funds use an  
22 algorithm and also a quantitative model in order to  
23 invest the assets.

24 **Q. Would you say that is separate and**  
25 **apart from the passive and active funds?**

Page 138

1 A. No.

2 **Q. Who actively manages them?**

3 A. So the investment management division  
4 of Amalgamated Bank manages those assets. Just to  
5 clarify, some of our assets are not actively  
6 managed, they're passively managed. So I just want  
7 to get away from the active management.

8 But the investment management division  
9 is responsible for the investments, with the  
10 oversight of the trust committee.

11 **Q. So in the same way that a company**  
12 **might have corporate officers who direct the**  
13 **day-to-day strategy of the company and a board? Is**  
14 **that sort of the similar construct?**

15 A. I believe so, yes.

16 **Q. So you brought up the difference**  
17 **between actively versus passively managed funds.**  
18 **Does Amalgamated offer actively**  
19 **managed funds?**

20 A. Yes, we do.

21 **Q. And passively managed funds?**

22 A. Yes.

23 **Q. Would you -- are passively managed**  
24 **funds the same as index funds?**

25 A. Broadly speaking, yes.

Page 140

1 A. We consider those active.

2 **Q. Okay. So I want to focus just on --**  
3 **set aside the alternative funds and just focus on**  
4 **the active funds, including the quantitative funds,**  
5 **and the passive funds.**

6 **Are there restrictions or limitations**  
7 **in the policies of those funds, for example,**  
8 **shorting stocks?**

9 MR. WOOD: Objection to form.

10 THE WITNESS: Generally speaking, we  
11 are not allowed to short stocks in our quant  
12 funds and our index funds.

13 BY MR. WHITWORTH:

14 **Q. For each of those funds -- I'm taking**  
15 **them one by one to make it easier, starting with the**  
16 **actively managed funds -- does Amalgamated -- does**  
17 **Amalgamated manage its own active funds?**

18 A. No, we do not.

19 **Q. So Amalgamated relies on external**  
20 **advisors for its active funds?**

21 A. We have a subadvisor for our active  
22 funds.

23 **Q. Is the subadvisor -- is the subadvisor**  
24 **a separate company from Amalgamated?**

25 A. Yes.

<p style="text-align: right;">Page 141</p> <p>1 Q. Does Amalgamated have subadvisors for</p> <p>2 index funds?</p> <p>3 A. Yes.</p> <p>4 Q. Does Amalgamated manage its own index</p> <p>5 funds?</p> <p>6 A. Yes.</p> <p>7 Q. So you have both?</p> <p>8 A. Yes.</p> <p>9 Q. Does Amalgamated manage its own quant</p> <p>10 funds?</p> <p>11 A. No, we have a subadvisor on our quant</p> <p>12 funds.</p> <p>13 Q. For the funds that Amalgamated manages</p> <p>14 on its own, which I believe are just the passive</p> <p>15 funds, how do you decide -- "you" being</p> <p>16 Amalgamated -- which companies to invest in?</p> <p>17 MR. WOOD: Objection to form.</p> <p>18 THE WITNESS: To clarify, for -- we</p> <p>19 have numerous index funds. And we do have a</p> <p>20 subadvisor on some of them and some of them</p> <p>21 are internally managed. Broadly speaking,</p> <p>22 the -- can you just repeat that question. I</p> <p>23 got caught up.</p> <p>24 BY MR. WHITWORTH:</p> <p>25 Q. Sure.</p>	<p style="text-align: right;">Page 142</p> <p>1 So focusing specifically on the</p> <p>2 internally managed funds, how does Amalgamated</p> <p>3 decide what to invest in?</p> <p>4 MR. WOOD: Objection to form.</p> <p>5 THE WITNESS: So depending on the</p> <p>6 strategy of the underlying index, we will</p> <p>7 invest in those securities held in the</p> <p>8 specific index that the fund is trying to</p> <p>9 reproduce.</p> <p>10 BY MR. WHITWORTH:</p> <p>11 Q. Does Amalgamated make those decisions</p> <p>12 automatically, for lack of a better word, or is</p> <p>13 there a person at the controls deciding how to</p> <p>14 balance the fund to match the index?</p> <p>15 A. So I manage the internally -- I'm the</p> <p>16 portfolio manager for the internally managed index</p> <p>17 funds, and I will decide how to weight the</p> <p>18 securities based on the benchmark that I'm trying to</p> <p>19 reproduce.</p> <p>20 Q. Could you describe that process a</p> <p>21 little bit.</p> <p>22 What factors influence how you decide</p> <p>23 to weight the securities based on the benchmark</p> <p>24 you're trying to reproduce?</p> <p>25 A. So the fund will hold those securities</p>
<p style="text-align: right;">Page 143</p> <p>1 in a given index or benchmark in the exact same</p> <p>2 weight of the benchmark. So we will buy and sell</p> <p>3 securities based on the index weightings, based on</p> <p>4 changes made by the underlying index, based on</p> <p>5 corporate actions that happen in the stocks that are</p> <p>6 held within that index, based on cash flows received</p> <p>7 from income on that index in the fund, and based on</p> <p>8 cash flows received from subscriptions and</p> <p>9 redemptions within the fund.</p> <p>10 Q. But the overarching goal is to match</p> <p>11 the index, not to match any particular exact</p> <p>12 composition of companies in the index?</p> <p>13 A. Yes.</p> <p>14 Q. When deciding how to weight the</p> <p>15 securities and build out that fund, do you consider</p> <p>16 analyst reports?</p> <p>17 A. No, we do not, on the index funds.</p> <p>18 Q. Do you receive analyst</p> <p>19 reports -- strike that.</p> <p>20 In your role as portfolio manager, do</p> <p>21 you consider analyst reports even if they don't</p> <p>22 affect the trading in the fund?</p> <p>23 MR. WOOD: Objection to form.</p> <p>24 THE WITNESS: No, I do not.</p> <p>25</p>	<p style="text-align: right;">Page 144</p> <p>1 BY MR. WHITWORTH:</p> <p>2 Q. Do you participate in company</p> <p>3 conference calls for companies that you hold in that</p> <p>4 fund?</p> <p>5 A. In my capacity as portfolio for</p> <p>6 Amalgamated Bank, no, I do not.</p> <p>7 Q. And in making those decisions on how</p> <p>8 to balance the fund, do you consider portfolio</p> <p>9 companies' public statements?</p> <p>10 A. No, I do not.</p> <p>11 Q. I want to switch gears a little bit</p> <p>12 and go to the externally managed funds.</p> <p>13 How many subadvisors do you have?</p> <p>14 A. Sorry.</p> <p>15 Q. Ballpark is fine.</p> <p>16 A. About four.</p> <p>17 Q. Four. Okay.</p> <p>18 And how did you select those</p> <p>19 subadvisors, "you" being Amalgamated?</p> <p>20 A. Well, they go through -- the</p> <p>21 investment management division will go through a</p> <p>22 rigorous process of choosing candidates to be a</p> <p>23 subadvisor and then present that to the trust</p> <p>24 committee, where the trust committee will decide on</p> <p>25 what subadvisor to use.</p>

<p>Page 145</p> <p>1 Q. Could you describe some of the</p> <p>2 criteria that flow in that rigorous process?</p> <p>3 A. So part of it is length of the</p> <p>4 investment team, length of the investment history or</p> <p>5 track record of a portfolio manager, assets under</p> <p>6 management, also how they stack up to peer</p> <p>7 comparisons in their peer universe of other</p> <p>8 investment managers who are managing the money the</p> <p>9 same way, the culture of the firm, that type of</p> <p>10 thing.</p> <p>11 Q. Do you do that diligence on</p> <p>12 subadvisors in-house or do you rely on any external</p> <p>13 data provider or evaluator or anything like that?</p> <p>14 A. No, we do that in-house.</p> <p>15 Q. Do you monitor the performance of</p> <p>16 those subadvisors?</p> <p>17 A. Yes, we do.</p> <p>18 Q. How do you do that?</p> <p>19 A. We have a trust investment committee,</p> <p>20 which is part of the investment management division,</p> <p>21 that will review performance and reporting from our</p> <p>22 subadvisors on a monthly basis.</p> <p>23 Q. Do you communicate with your</p> <p>24 subadvisors other than on the monthly basis for the</p> <p>25 reporting?</p>	<p>Page 146</p> <p>1 A. If required, yes.</p> <p>2 Q. When would it be required?</p> <p>3 A. If there's a question that comes up</p> <p>4 that we need to speak to the subadvisor about. If</p> <p>5 there's an issue with the day-to-day performance,</p> <p>6 we'll give them a call. If there's a large cash</p> <p>7 flow from a client, we'll speak to them. If there's</p> <p>8 some unusual activity or something that happens in</p> <p>9 the market, we might get on the phone to discuss it.</p> <p>10 Q. So other than the regular monthly</p> <p>11 reports and when issues crop up like you just</p> <p>12 described, do you communicate with your subadvisors?</p> <p>13 A. I do, to see how they are.</p> <p>14 Q. Do you ever call them just to take</p> <p>15 their temperature on the market or a particular</p> <p>16 stock?</p> <p>17 A. Not regularly, no.</p> <p>18 Q. Do you or anyone at Amalgamated who is</p> <p>19 tasked with overseeing the subadvisors have the</p> <p>20 authority to overrule or otherwise change a</p> <p>21 subadvisor's investment decision?</p> <p>22 A. Yes. As trustee of the LongView fund,</p> <p>23 Amalgamated Bank has the ability to direct the</p> <p>24 subadvisor.</p> <p>25 Q. Can you think of an example of when</p>
<p>Page 147</p> <p>1 that's happened?</p> <p>2 A. There have been times when we're</p> <p>3 pursuing shareholder litigation and we may hold a</p> <p>4 certain amount of shares in order to continue the</p> <p>5 litigation.</p> <p>6 Q. And other than yourself, are there</p> <p>7 other Amalgamated officers or employees who are</p> <p>8 responsible for the LongView fund?</p> <p>9 MR. WOOD: Objection to form.</p> <p>10 THE WITNESS: Yes.</p> <p>11 BY MR. WHITWORTH:</p> <p>12 Q. Who are they?</p> <p>13 A. Well, in the investment management</p> <p>14 division, you have myself and Kimani Oliviera, who</p> <p>15 is our fixed income portfolio manager. I'll spell</p> <p>16 his name. It's K-I-M-A-N-I, Kimani. Oliviera is</p> <p>17 his last name. O-L-I-E-V-E-R-A [sic]. He's our</p> <p>18 fixed income portfolio manager.</p> <p>19 Jim Lingberg, who's the chief trust</p> <p>20 officer, has oversight. He's our direct boss.</p> <p>21 And then ultimately the trust</p> <p>22 committee of the investment management division.</p> <p>23 Q. Moving to your specific transactions</p> <p>24 in CoreCivic stock, are the LongView family of funds</p> <p>25 the only Amalgamated funds that owned CoreCivic</p>	<p>Page 148</p> <p>1 stock during the class period?</p> <p>2 A. Can you just repeat the question. I'm</p> <p>3 sorry. Thank you.</p> <p>4 (Record read.)</p> <p>5 A. Yes, they're the only Amalgamated</p> <p>6 funds that would own the stock.</p> <p>7 Q. Could you please turn back to</p> <p>8 Exhibit 3. Those are -- these are the plaintiff's</p> <p>9 responses to CoreCivic's interrogatories.</p> <p>10 I'll direct your attention to page 5,</p> <p>11 which is plaintiff's Response to Interrogatory</p> <p>12 No. 3, and it carries over on to page 6.</p> <p>13 (Reviewing.)</p> <p>14 Q. Do you see where plaintiff responded</p> <p>15 "Certain of its funds that purchased and/or sold</p> <p>16 CoreCivic securities are subadvised by Quantitative</p> <p>17 Management Associates LLC ('QMA')?</p> <p>18 A. Yes.</p> <p>19 Q. What is QMA?</p> <p>20 A. Quantitative Management Associates is</p> <p>21 an investment advisor out in Newark, New Jersey.</p> <p>22 They are a subadvisor on the quantitative funds and</p> <p>23 some of our index funds.</p> <p>24 Q. So it advises both quantitative funds</p> <p>25 and the passive index funds?</p>

<p style="text-align: right;">Page 149</p> <p>1 A. Not all of the passive index funds.</p> <p>2 Q. I see.</p> <p>3 Did QMA make any decisions regarding</p> <p>4 transactions in CoreCivic securities?</p> <p>5 A. Yes.</p> <p>6 Q. And do you see later in that</p> <p>7 paragraph, where it says, "Plaintiff's primary</p> <p>8 contact at QMA is Eileen Pinto"?</p> <p>9 A. No.</p> <p>10 Q. What is Eileen Pinto's role at QMA?</p> <p>11 A. She is our relationship manager.</p> <p>12 Q. Does she make investment decisions on</p> <p>13 behalf of Amalgamated?</p> <p>14 A. No, she does not.</p> <p>15 Q. Do you know who makes investment</p> <p>16 decisions on behalf of Amalgamated at QMA?</p> <p>17 MR. WOOD: Objection to form.</p> <p>18 THE WITNESS: It would be their -- for</p> <p>19 the index funds, there is an index fund team.</p> <p>20 And for the quant funds, there is a quant</p> <p>21 team, investment management team.</p> <p>22 BY MR. WHITWORTH:</p> <p>23 Q. Okay. I want to focus a little bit on</p> <p>24 the quant side of QMA's advisory services.</p> <p>25 Do you know what information is</p>	<p style="text-align: right;">Page 150</p> <p>1 accounted for in the algorithm that the quant fund</p> <p>2 uses?</p> <p>3 MR. WOOD: Objection to form.</p> <p>4 BY MR. WHITWORTH:</p> <p>5 Q. Let me back up.</p> <p>6 Are you -- how does the quant fund</p> <p>7 make investment decisions?</p> <p>8 A. Well, broadly, the quant fund will --</p> <p>9 has an investment universe. And they will rank</p> <p>10 those stocks based on different growth and value</p> <p>11 characteristics in addition to fundamental</p> <p>12 characteristics, such as corporate governance, the</p> <p>13 quality and diversity of a company's board, public</p> <p>14 filings, news headlines, conference call</p> <p>15 information.</p> <p>16 They use certain characteristics like</p> <p>17 price to book, PE ratios, growth ratios. And then</p> <p>18 those are -- those stocks are ranked by the quant</p> <p>19 model and a portfolio is created based on other</p> <p>20 parameters, such as a stock can't be plus or minus</p> <p>21 1 percent over its benchmark weight, certain sector</p> <p>22 weights are taken into account, liquidity measures</p> <p>23 are taken into account, so the stock can easily be</p> <p>24 traded. But that's very broad.</p> <p>25 Q. So you'll have to bear with me. I'm</p>
<p style="text-align: right;">Page 151</p> <p>1 just a lawyer here, not an investment manager. If I</p> <p>2 could ask you just a couple of follow-up questions</p> <p>3 based on that.</p> <p>4 So when you say the quant fund will</p> <p>5 rank stocks based on those factors, does that mean</p> <p>6 they create a program or an algorithm to account for</p> <p>7 those factors?</p> <p>8 A. Yes, that's what the quant model will</p> <p>9 do. It will take all those factors into account --</p> <p>10 all those data points into account to create factors</p> <p>11 that they then create a portfolio.</p> <p>12 Q. How does the quant model account for a</p> <p>13 company's public filings?</p> <p>14 A. So there are certain -- what they do</p> <p>15 is they'll take a public filing and they will screen</p> <p>16 scrape it, they call, or go through a transcript for</p> <p>17 positive/negative words in order to rank a company</p> <p>18 based on what they've said in their filings and</p> <p>19 their conference calls.</p> <p>20 Q. So what kind of stuff might that pick</p> <p>21 up on?</p> <p>22 A. That might pick up on, you know, if a</p> <p>23 company's optimistic or if they've increased their</p> <p>24 revenue projections or their earnings estimates or</p> <p>25 if there's been any type of litigation brought</p>	<p style="text-align: right;">Page 152</p> <p>1 against them. Or if there are news headlines that</p> <p>2 are positive/negative for a company, it will pick up</p> <p>3 those signals.</p> <p>4 Q. And just to clarify, there's not a</p> <p>5 person reading those statements; it's just a model</p> <p>6 that sort of --</p> <p>7 A. Yes, that is my understanding.</p> <p>8 Q. Does Amalgamated have any input into</p> <p>9 designing the model?</p> <p>10 A. No, we do not.</p> <p>11 Q. Do you know how the model accounts for</p> <p>12 news headlines?</p> <p>13 A. Just very broadly.</p> <p>14 Q. Is it sort of the same way?</p> <p>15 A. Meaning?</p> <p>16 Q. The same way it accounts for public</p> <p>17 statements of the company and conference calls?</p> <p>18 A. Yes. A news headline gets a</p> <p>19 positive/negative ranking.</p> <p>20 Q. Does it evaluate the statement or the</p> <p>21 news headline any further than positive or negative?</p> <p>22 A. Not that I know of.</p> <p>23 Q. So it doesn't evaluate it based on</p> <p>24 degree, for instance, like degree of positivity or</p> <p>25 negativity?</p>



<p style="text-align: right;">Page 153</p> <p>1 A. No.</p> <p>2 Q. So it's possible that a company could</p> <p>3 say, we've had slow growth at one of our factories,</p> <p>4 and that might be accounted for in the same way as a</p> <p>5 company restating its earnings?</p> <p>6 MR. WOOD: Objection to form.</p> <p>7 THE WITNESS: I'm not sure.</p> <p>8 BY MR. WHITWORTH:</p> <p>9 Q. And I apologize if you said this and I</p> <p>10 missed it, but when the model gets new input from,</p> <p>11 say, a public statement or a news headline or some</p> <p>12 other indicator that it considers, will it make a</p> <p>13 trade based on that information automatically, or</p> <p>14 will some person see what the model says and they go</p> <p>15 make a trade?</p> <p>16 A. I believe it's a combination of the</p> <p>17 two.</p> <p>18 Q. Okay. Do you know -- can you describe</p> <p>19 how that process works.</p> <p>20 A. Broadly speaking, so the model will</p> <p>21 indicate to buy or sell a security, and then the</p> <p>22 team will decide on how to implement that trade.</p> <p>23 It's not an automatic process.</p> <p>24 Q. Do you know, ballpark is fine, what</p> <p>25 percentage of the securities -- the CoreCivic</p>	<p style="text-align: right;">Page 154</p> <p>1 securities that Amalgamated held either managed</p> <p>2 by -- managed internally or managed by a subadvisor</p> <p>3 or held in quant funds?</p> <p>4 A. No, I do not.</p> <p>5 Q. So I want to ask you about a few</p> <p>6 specific transactions in CoreCivic stock, but not</p> <p>7 too much on that.</p> <p>8 First of all, did Amalgamated ever</p> <p>9 purchase any CoreCivic security in order to</p> <p>10 participate in this or any other lawsuit?</p> <p>11 A. No.</p> <p>12 Q. Did Amalgamated ever purchase any</p> <p>13 CoreCivic security at the direction of an attorney?</p> <p>14 A. No.</p> <p>15 Q. So if you could look back, please, at</p> <p>16 Exhibit 5. And I note before we looked at the</p> <p>17 certification, but now I want to look at Schedule A.</p> <p>18 Do you recall this document was filed</p> <p>19 in connection with Amalgamated's motion to be</p> <p>20 appointed as lead plaintiff?</p> <p>21 A. Yes.</p> <p>22 Q. Do you recognize Schedule A?</p> <p>23 A. Yes.</p> <p>24 Q. Could you describe it.</p> <p>25 A. It has the buys and sells or</p>
<p style="text-align: right;">Page 155</p> <p>1 acquisitions and sales of the CCA's stock during the</p> <p>2 class action period, I believe.</p> <p>3 Q. Do you know who prepared it?</p> <p>4 A. It was O'Neil Martin of our fund</p> <p>5 accounting group.</p> <p>6 Q. And do you know how it was prepared?</p> <p>7 A. No.</p> <p>8 Q. Do you think it was based on some</p> <p>9 computer-generated data report?</p> <p>10 A. I'm sure it came from our accounting</p> <p>11 system.</p> <p>12 Q. Do you know whether this schedule</p> <p>13 accounts for all transactions in CoreCivic</p> <p>14 securities by any of the Amalgamated funds that held</p> <p>15 them?</p> <p>16 A. I believe so, yes.</p> <p>17 Q. So there are no transactions in</p> <p>18 CoreCivic securities during the class period that</p> <p>19 are not listed in this document?</p> <p>20 A. That were done in the Amalgamated Bank</p> <p>21 LongView funds --</p> <p>22 Q. Yes.</p> <p>23 A. -- correct.</p> <p>24 Q. And do you have any reason to doubt</p> <p>25 the accuracy of any of the dates, quantities or</p>	<p style="text-align: right;">Page 156</p> <p>1 prices listed in this document?</p> <p>2 A. No.</p> <p>3 Q. I know it's not obvious based on this</p> <p>4 document, but is it possible to determine which of</p> <p>5 these trades were made by quantitative funds?</p> <p>6 A. No, based on this information.</p> <p>7 Q. I'm sorry. I -- putting aside this</p> <p>8 document for one second --</p> <p>9 A. I'm sorry.</p> <p>10 Q. -- is it possible -- does Amalgamated</p> <p>11 have accounting data or software that would make --</p> <p>12 be able to tell us whether a particular trade was</p> <p>13 made by a particular Amalgamated fund?</p> <p>14 A. Yes.</p> <p>15 Q. To your knowledge, were any of the</p> <p>16 transactions listed here made for any reason other</p> <p>17 than to track an index or pursuant to a quantitative</p> <p>18 model?</p> <p>19 A. No.</p> <p>20 Q. Do you know whether any of the</p> <p>21 CoreCivic transactions were short sales?</p> <p>22 A. None would be short sales.</p> <p>23 Q. You testified earlier that the quant</p> <p>24 fund is permitted to engage in short selling; is</p> <p>25 that correct?</p>



Page 157

1 MR. WOOD: Objection to form.  
 2 THE WITNESS: No, they're not allowed  
 3 to short sell.  
 4 BY MR. WHITWORTH:  
 5 **Q. Which Amalgamated funds are allowed to**  
 6 **short sell?**  
 7 A. None. So if I misspoke -- none of our  
 8 funds are allowed to sell stock short.  
 9 **Q. Do your funds engage in option**  
 10 **trading?**  
 11 A. No.  
 12 **Q. So none of these CoreCivic trades**  
 13 **would have been pursuant to option contracts?**  
 14 A. No.  
 15 **Q. If you look on the last page, the**  
 16 **bottom left of this document, do you see it says,**  
 17 **"Opening position of 38,479 shares"?**  
 18 A. Yes.  
 19 **Q. What does that refer to?**  
 20 A. I'm speculating, but I believe that  
 21 would be the opening -- amount of shares we owned on  
 22 the start date of when we requested transactions.  
 23 **Q. Okay. Do you see -- I guess we'd call**  
 24 **them Footnotes A, B and D -- A saying "Shares that**  
 25 **were received in"; B, "Shares that were delivered**

Page 159

1 **would be speculation, that these shares would have**  
 2 **predated -- would have been purchased prior to the**  
 3 **date on which you requested this report?**  
 4 A. Yes.  
 5 **Q. I take it you don't know what date**  
 6 **these shares were purchased?**  
 7 A. No. Personally, no.  
 8 **Q. Do you know when Amalgamated -- any**  
 9 **Amalgamated fund first purchased CoreCivic**  
 10 **securities?**  
 11 A. Off the top of my head, no.  
 12 **Q. So you don't know what information you**  
 13 **or any subadvisor might have relied on in purchasing**  
 14 **these 38,479 shares?**  
 15 MR. WOOD: Objection to form.  
 16 THE WITNESS: I do not know now, no,  
 17 but it would be in conjunction with the  
 18 investment strategy of the fund.  
 19 BY MR. WHITWORTH:  
 20 **Q. Do you know whether any of these**  
 21 **38,479 shares were purchased or held in what you**  
 22 **termed an actively managed fund?**  
 23 A. They may have been held in the  
 24 LongView quantitative funds.  
 25 **Q. What about a non-quantitative actively**

Page 158

1 **out"; and D, "Stock dividend."**  
 2 **What are shares that are received in?**  
 3 **What does that refer to?**  
 4 A. Shares that were received in -- I'm  
 5 speculating because I don't know what happened on  
 6 each date, but these could be due to a portfolio  
 7 transition. So if we have a client who would like  
 8 to transition their portfolio into one of our funds,  
 9 we'll do a stock transition into the fund versus  
 10 buying or selling.  
 11 Same thing that -- at times we have a  
 12 client that wants to pull their -- pull their  
 13 investment from the fund, so we may deliver out  
 14 stock for those purposes. They want it in stock,  
 15 not cash. That's one -- I can't think of another  
 16 reason why shares would be received or delivered --  
 17 received in or delivered out.  
 18 It could be due to a corporate action.  
 19 If there was a restructuring or a stock split,  
 20 they'll show up as shares received in and the old  
 21 shares delivered out.  
 22 On the stock dividend,  
 23 self-explanatory.  
 24 **Q. Okay. So looking back at the opening**  
 25 **position, you testified that you thought, but it**

Page 160

1 **managed fund?**  
 2 A. We don't have any.  
 3 **Q. Are you alleging any claims against**  
 4 **CoreCivic in connection with these 38,479 shares?**  
 5 MR. WOOD: Objection to form.  
 6 THE WITNESS: No, it would be during  
 7 the class action period.  
 8 BY MR. WHITWORTH:  
 9 **Q. Your claims would be limited to the**  
 10 **class action period, is that what you --**  
 11 A. Yes.  
 12 **Q. So if you look back at the first page**  
 13 **of this Schedule A, it looks like the first purchase**  
 14 **occurred on March 29, 2012; is that correct?**  
 15 A. Yes.  
 16 **Q. First purchase listed on this report,**  
 17 **I should clarify.**  
 18 A. Yes.  
 19 **Q. Do you know why Amalgamated or its**  
 20 **subadvisor decided to purchase CoreCivic stock at**  
 21 **that date?**  
 22 A. No.  
 23 **Q. And I know we ran through a lot of the**  
 24 **information that your funds and your subadvisors**  
 25 **might consider in connection with investments, but**

<p style="text-align: right;">Page 161</p> <p>1 just to quickly do that with the same -- in</p> <p>2 connection with purchasing CoreCivic stock or</p> <p>3 selling CoreCivic stock, would your advisors</p> <p>4 consider -- let me break this up -- would your</p> <p>5 passively managed funds consider public filings in</p> <p>6 connection with CoreCivic stock transactions?</p> <p>7 A. No.</p> <p>8 Q. Would your passively managed funds</p> <p>9 consider analyst reports in connection with</p> <p>10 CoreCivic stock transactions?</p> <p>11 A. No.</p> <p>12 Q. Public statements by the company?</p> <p>13 A. No.</p> <p>14 MR. WOOD: Objection to form.</p> <p>15 BY MR. WHITWORTH:</p> <p>16 Q. Would your quantitative funds consider</p> <p>17 public filings by CoreCivic in connection with</p> <p>18 CoreCivic stock transactions?</p> <p>19 A. They could, yes.</p> <p>20 Q. And that would be as input to the</p> <p>21 quantitative model; correct?</p> <p>22 A. Yes.</p> <p>23 Q. And the same thing for analyst</p> <p>24 reports?</p> <p>25 A. Yes, if they're public information.</p>	<p style="text-align: right;">Page 162</p> <p>1 Q. Did you ever correspond with anyone at</p> <p>2 QMA specifically regarding CoreCivic securities?</p> <p>3 A. No.</p> <p>4 Q. Do you know whether anyone at</p> <p>5 Amalgamated who is responsible for corresponding</p> <p>6 with Eileen Pinto or QMA would have considered -- or</p> <p>7 would have discussed CoreCivic securities?</p> <p>8 A. No.</p> <p>9 Q. So if you look at the end of the list</p> <p>10 of CoreCivic purchases, is the last purchase in this</p> <p>11 report July 29th, 2016?</p> <p>12 A. Yes.</p> <p>13 Q. Do you know whether CoreCivic -- or</p> <p>14 excuse me -- whether any Amalgamated fund purchased</p> <p>15 CoreCivic securities after this date?</p> <p>16 A. I do not know.</p> <p>17 Q. Do you know whether Amalgamated or any</p> <p>18 Amalgamated fund purchased CoreCivic securities</p> <p>19 after the end of the class period?</p> <p>20 A. I don't know.</p> <p>21 Q. Just for the record, that's August 17,</p> <p>22 2016.</p> <p>23 You don't know after that date?</p> <p>24 A. Not off the top of my head, no.</p> <p>25 Q. You testified earlier that Amalgamated</p>
<p style="text-align: right;">Page 163</p> <p>1 will sometimes instruct its subadvisors to hold</p> <p>2 shares of companies they are pursuing litigation</p> <p>3 against.</p> <p>4 Do you recall that?</p> <p>5 A. Correct.</p> <p>6 Q. Do you know if that happened in this</p> <p>7 situation?</p> <p>8 A. It has not.</p> <p>9 Q. I asked you several questions about</p> <p>10 the types of information Amalgamated or its</p> <p>11 subadvisors might consider in connection with buying</p> <p>12 CoreCivic stock.</p> <p>13 Would those same answers apply to</p> <p>14 decisions to sell CoreCivic stock?</p> <p>15 A. Yes.</p> <p>16 Q. And based on this document, you</p> <p>17 couldn't tell me what factors influenced any</p> <p>18 particular purchase or sale; correct?</p> <p>19 A. On this document, no.</p> <p>20 Q. Take a look -- I promise this is the</p> <p>21 last specific transaction.</p> <p>22 On May 10, 2013, it looks like</p> <p>23 Amalgamated sold 30,500 shares of CoreCivic.</p> <p>24 A. Yes.</p> <p>25 Q. At a price of \$38.68?</p>	<p style="text-align: right;">Page 164</p> <p>1 A. Yes.</p> <p>2 Q. Do you know why Amalgamated sold</p> <p>3 30,500 shares of CoreCivic stock on that date?</p> <p>4 A. No.</p> <p>5 Q. If you could just briefly scan the</p> <p>6 quantities sold.</p> <p>7 Does this May 10 sale stand out for</p> <p>8 being particularly large?</p> <p>9 A. It's the largest during this time</p> <p>10 period.</p> <p>11 Q. So the last date on this document</p> <p>12 showing CoreCivic stock sales is June 28, 2016.</p> <p>13 Do you know if there were any sales of</p> <p>14 CoreCivic stock after that date?</p> <p>15 A. No.</p> <p>16 Q. And this Schedule A lists all</p> <p>17 transactions that occurred during the class period;</p> <p>18 correct?</p> <p>19 A. Yes.</p> <p>20 Q. So if the class period went until</p> <p>21 August 17, 2016, and the last date of a CoreCivic</p> <p>22 sale is June 28, 2016, is it fair to say that there</p> <p>23 were no sales between June 28 and August 17, 2016?</p> <p>24 A. Based on this document, yes.</p> <p>25 Q. Do you recall earlier testifying about</p>

Page 165

1 the alleged corrective disclosures in this case?

2 A. Can you clarify.

3 Q. Sure.

4 The OIG report and the Yates

5 memorandum, do you remember those terms?

6 A. Yes.

7 Q. I'll represent to you that the OIG

8 report was released on August 11, 2016.

9 A. Okay.

10 Q. Were there any CoreCivic stock sales

11 between August 11, 2016, and the end of the class

12 period?

13 A. I don't know. If it's -- I don't

14 know.

15 Q. Based on this document, are there any?

16 A. Yeah, based on this document, there

17 are not.

18 Q. Do you know how much CoreCivic stock

19 the Amalgamated funds hold today?

20 A. No, I do not.

21 Q. I want to talk a little bit about your

22 allegation of damages in this case.

23 MR. WHITWORTH: I'm going to mark this

24 as Defendants' Exhibit 10. This is a

25 document titled Movant's Purchases and

Page 167

1 printed out, but does it look like a record of all

2 shares purchased is on the left half of the page

3 running across pages 2, 3 and 4, and then shares

4 sold on the right half of the page, both ordered by

5 date?

6 A. Yes.

7 Q. Do you see the very last column on the

8 right that says, "Total gain or," in parentheses,

9 "(loss)"?

10 A. Yes.

11 Q. It looks like there's nothing in that

12 column until the very last page, all the way at the

13 bottom, under the row "Movant's total."

14 Do you see that?

15 A. Yes.

16 Q. What does this document report as the

17 total gain or loss?

18 A. \$1,218,651.21.

19 Q. Does that appear to be a gain or a

20 loss?

21 A. That is a loss.

22 Q. Is that Amalgamated's best estimate of

23 its losses as a result of the allegations in the

24 complaint?

25 MR. WOOD: I'll object to the form of

Page 166

1 Losses.

2 BY MR. WHITWORTH:

3 Q. And if you look at the footer, this

4 Document, 40-3, filed October 24, 2016.

5 (Innes Exhibit D-10, No Bates numbers,

6 Movant's Purchases and Losses, marked for

7 identification.)

8 (Reviewing.)

9 BY MR. WHITWORTH:

10 Q. Do you recall October 24th as the date

11 that Amalgamated moved to be appointed as lead

12 plaintiff in this action?

13 A. Yes.

14 Q. So this document was submitted in

15 connection with that motion?

16 MR. WOOD: Objection to form.

17 THE WITNESS: I would have to check

18 the documents just to be certain.

19 BY MR. WHITWORTH:

20 Q. That's fine.

21 MR. WOOD: There's another page on the

22 back, too.

23 THE WITNESS: Oh.

24 BY MR. WHITWORTH:

25 Q. So I apologize for the way this

Page 168

1 the question and caution you not to reveal

2 privileged information, but you can answer

3 the question.

4 I'll also object to the extent it

5 calls for a legal conclusion.

6 THE WITNESS: It is my understanding

7 that this is one of the methods in providing

8 a gain/loss analysis during the class action

9 period.

10 BY MR. WHITWORTH:

11 Q. If you could look back at Exhibit 8.

12 Do you still have that in front of you?

13 Specifically page 4.

14 For reference, Exhibit 8 is

15 Amalgamated's Memorandum of Law in Support of Lead

16 Plaintiff's Motion for Class Certification,

17 Appointment of Class Representative, and Appointment

18 of Counsel, filed June 1, 2018.

19 In the middle of page 4, do you see

20 where it says, "Amalgamated Bank acquired almost

21 159,000 shares of CCA common stock during the class

22 period and suffered over 1.2 million in damages as a

23 result of the violations of the federal securities

24 laws as alleged herein"?

25 A. Yes.

<p style="text-align: right;">Page 169</p> <p>1 Q. And it cites ECF No. 40-3?</p> <p>2 A. Yes.</p> <p>3 Q. If you could look back at the document</p> <p>4 we just marked as Exhibit 10.</p> <p>5 Is that ECF -- or is there a footer on</p> <p>6 the bottom that says, "Document 40-3"?</p> <p>7 A. Yes.</p> <p>8 Q. And I believe you just testified that</p> <p>9 this document shows a loss of \$1,218,651.21?</p> <p>10 A. Yes.</p> <p>11 Q. And that's roughly the same as</p> <p>12 1.2 million in damages?</p> <p>13 MR. WOOD: Objection to form.</p> <p>14 THE WITNESS: Yes.</p> <p>15 BY MR. WHITWORTH:</p> <p>16 Q. Still on Exhibit 10, do you see, on</p> <p>17 page 3, on the right, where the right side column</p> <p>18 ends, below the last date, it says, "Held 71,866</p> <p>19 shares," and then a price and then a total proceeds?</p> <p>20 A. Yes.</p> <p>21 Q. What does "Held" mean?</p> <p>22 A. I believe those would be the</p> <p>23 additional shares that were held and not bought and</p> <p>24 sold during the time period.</p> <p>25 Q. And that would be after the last</p>	<p style="text-align: right;">Page 170</p> <p>1 transaction above?</p> <p>2 A. Yes.</p> <p>3 Q. Do you still have Exhibit 4 in front</p> <p>4 of you?</p> <p>5 Do you see a date stamped on the</p> <p>6 bottom of that document?</p> <p>7 A. Yes.</p> <p>8 Q. What is that date that it was filed?</p> <p>9 A. August 23, 2016.</p> <p>10 Q. Why would Amalgamated continue to hold</p> <p>11 71,886 shares approximately a month and a half after</p> <p>12 a complaint for securities fraud was filed against</p> <p>13 CoreCivic?</p> <p>14 MR. WOOD: Objection to form.</p> <p>15 THE WITNESS: The funds that hold</p> <p>16 CoreCivic are primarily index funds, and they</p> <p>17 are required to hold all the securities that</p> <p>18 are in its benchmark.</p> <p>19 BY MR. WHITWORTH:</p> <p>20 Q. So those index funds did not make any</p> <p>21 trades based on the information alleged in this</p> <p>22 complaint dated August 23, 2016?</p> <p>23 MR. WOOD: Objection to form; calls</p> <p>24 for a legal conclusion.</p> <p>25 THE WITNESS: Not that I know of, no.</p>
<p style="text-align: right;">Page 171</p> <p>1 BY MR. WHITWORTH:</p> <p>2 Q. You just testified that these index</p> <p>3 funds are required to hold the securities that are</p> <p>4 in their benchmark.</p> <p>5 Per their -- per the requirements of</p> <p>6 these index funds, could they have made trades just</p> <p>7 because a complaint was filed against the company of</p> <p>8 the stock?</p> <p>9 MR. WOOD: Objection to form; calls</p> <p>10 for speculation and legal conclusion.</p> <p>11 THE WITNESS: No, the investment</p> <p>12 strategy would not buy or sell based on the</p> <p>13 filing.</p> <p>14 BY MR. WHITWORTH:</p> <p>15 Q. Would the same be true if CoreCivic</p> <p>16 had announced particularly good news during the</p> <p>17 class period?</p> <p>18 MR. WOOD: Objection to form.</p> <p>19 THE WITNESS: For the index funds,</p> <p>20 yes.</p> <p>21 BY MR. WHITWORTH:</p> <p>22 Q. Last thing.</p> <p>23 Were any securities purchased or sold</p> <p>24 by Amalgamated funds that were considered -- that</p> <p>25 you would consider a hedge for CoreCivic stock?</p>	<p style="text-align: right;">Page 172</p> <p>1 A. No.</p> <p>2 Q. Were the funds that invested in</p> <p>3 CoreCivic stock permitted to hedge what we'll call</p> <p>4 long positions?</p> <p>5 A. No.</p> <p>6 Q. Okay.</p> <p>7 (Discussion off the record.)</p> <p>8 MR. WHITWORTH: Can we go off the</p> <p>9 record quickly.</p> <p>10 THE VIDEOGRAPHER: The time is</p> <p>11 approximately 1:41 p.m. and we're going off</p> <p>12 the record.</p> <p>13 (Recess from the record.)</p> <p>14 MR. WOOD: Let's go back on the</p> <p>15 record.</p> <p>16 So we're going to read and sign</p> <p>17 pursuant to the Federal Rules, and we'll mark</p> <p>18 it confidential. That's it.</p> <p>19 MR. GLENNON: Do we want to put on the</p> <p>20 time that we'll send it to you and you have</p> <p>21 30 days or --</p> <p>22 MR. WOOD: It's in the Rules, but,</p> <p>23 yeah, 30 days from the time we get the</p> <p>24 transcript.</p> <p>25 (Examination concluded at 1:48 p.m.)</p>

Case 3:16-cv-02267 Document 430-3 Filed 02/19/21 Page 46 of 71 PageID #: 4310



Eleanor Innes - 30(b)(6)

<div>Exhibits</div>	<div>88:7 89:17 102:22 150:21 168:18 1.2 168:22 169:12 10 78:9,13,16 98:16, 18 116:9,14 163:22 164:7 165:24 169:4, 16 10:21 63:2 10:35 63:7 10th 8:3 11 39:25 46:22,23 88:2,5,16 165:8,11 11372 10:14 11:40 107:6 11:57 107:11 12 72:18 12:32 131:24 12:40 132:3 13 46:25 83:1,5 84:21 85:1 86:6,14 90:3 100:24 15 65:21 66:10,13 159,000 168:21 17 116:8,10,23 129:10 162:21 164:21,23 18 40:19 85:7,23 86:13 90:1,25 18th 79:9,13 81:22 19 98:14,15,22 99:3, 13 1:41 172:11 1:42 43:2 1:48 172:25 1st 91:21</div>	<div>39:19,25 63:6 65:19 66:3,11 72:15 78:4 87:24 91:18 98:9 116:3 167:3 20 40:1,6 83:13,16 2012 160:14 2013 40:19 163:22 2014 106:17 2016 22:5 23:23,25 24:7,10 63:24 64:3 75:9 78:17 79:9,13 81:23 85:8,24 86:13 90:2,25 119:2,16 162:11,22 164:12, 21,22,23 165:8,11 166:4 170:9,22 2017 83:1,5 84:22 85:2 86:6,14 90:3 100:24 106:24 2018 8:3 15:7 37:4 43:1 47:14 88:7 91:21 102:22 168:18 21 47:14 23 75:9 170:9,22 24 72:17,18,20 78:17 166:4 24th 166:10 28 164:12,22,23 29 160:14 29th 162:11</div>	<div>30(b)(6) 8:6 26:15 27:4 28:8,16 78:6 88:1 98:11 116:5 30,500 163:23 164:3 35th 10:13 38,479 157:17 159:14,21 160:4 3:16-cv-02267 8:11 3A 42:25 43:11,15 53:19 54:13 55:17, 19</div>
<div>\$</div>		<div>4</div>	
<div>\$1,218,651.21 167:18 169:9 \$11 134:10 \$145 58:23 \$38.68 163:25</div>		<div>4 29:7 42:11 44:7 46:20 49:3 51:19 75:8 92:7 93:9 167:3 168:13,19 170:3 40-2 83:19 40-3 166:4 169:1,6</div>	
<div>1</div>		<div>5</div>	
<div>1 26:13,24 27:1,13,24 29:2 39:19 42:11,15 44:8 46:19 49:3 51:19 82:1 85:15</div>	<div>2</div>	<div>5 29:7 79:6,18 82:18 83:12 85:4 89:15 90:12 148:10 154:16</div>	
	<div>2 28:14,23 29:6</div>	<div>6</div>	
		<div>6 82:22 83:13 84:20 85:11 86:25 87:20 89:24 94:6 101:1 148:12 68 83:25 6th 43:1</div>	
		<div>7</div>	
		<div>7 78:9 88:3,19 91:10 135:13 71,866 169:18</div>	
		<div>3</div>	
		<div>3 29:7 41:10,25 42:3 43:16 44:6,7 46:16, 19 47:18,21 49:4 51:18 55:19 107:10 148:8,12 167:3 169:17 30 18:20 172:21,23</div>	

Index: \$1,218,651.21-71,866

<b>71,886</b> 170:11	155:25	<b>adequate</b> 92:13	<b>alternative</b> 139:1,6,8 140:3
<hr/>	<b>accurate</b> 19:16 94:15	<b>adequately</b> 93:23	<b>Amalgamated</b> 8:6
<b>8</b>	<b>accurately</b> 12:12	<b>adjust</b> 12:11	14:15,23 17:15 18:4
<hr/>	<b>accused</b> 125:17	<b>advice</b> 109:3,6	22:4,8 24:15,17,24
<b>8</b> 65:22 66:11 97:1	<b>accusing</b> 126:13	<b>advises</b> 148:24	25:19 26:16 27:5,9,
102:11,17,18	<b>acquired</b> 95:14	<b>advisor</b> 148:21	17,21 28:9,17 30:2,
168:11,14	168:20	<b>advisors</b> 140:20	12,18,25 31:2 32:5,9
<b>8412</b> 10:13	<b>acquisitions</b> 155:1	161:3	35:12,17 36:13,15
<b>885</b> 8:12	<b>act</b> 136:18	<b>advisory</b> 149:24	38:21,24 39:2,12,17
<hr/>	<b>action</b> 40:10 48:23	<b>advocacy</b> 92:16 93:1,	41:4,10,17 42:3,16
<b>9</b>	51:9 56:17 66:15	11,13	44:24 45:1,9,12,14,
<hr/>	72:24 78:19 84:13	<b>advocate</b> 93:14	15 46:3 47:11,12
<b>9</b> 65:23 66:19 107:19	88:7 92:21 93:20	<b>affect</b> 136:15 137:7	48:6,9,21 49:25
109:7 116:9	94:4 96:12,15,17	143:22	50:6,7 52:12 53:5
<b>9:07</b> 8:4	99:1,8,18,22 116:11	<b>ago</b> 37:4	54:24 55:2,8,11
<hr/>	119:24 122:4 127:6	<b>agreed-upon</b> 71:13	56:3,8,15 57:17,20,
<b>A</b>	128:2 129:12 155:2	<b>agreement</b> 29:14	23 58:7 59:20 60:25
<hr/>	158:18 160:7,10	<b>agreements</b> 74:3	61:10,20 62:3,6,10,
<b>a.m.</b> 8:4 63:2,7 107:6,	166:12 168:8	<b>ahead</b> 23:18 83:25	16 63:20 64:6,15,17
11	<b>actions</b> 40:18 41:5	<b>Aleta</b> 21:18	65:2,7,15 67:3,8,11,
<b>abbreviated</b> 69:4	42:15 143:5	<b>algorithm</b> 139:22	13,15,23 68:3,18
<b>abilities</b> 30:17	<b>active</b> 74:24 75:5	150:1 151:6	69:21 70:5,12 71:9,
<b>ability</b> 30:1 47:16	138:7 139:25 140:1,	<b>allegation</b> 165:22	11,14,16,19,22
93:4,13 146:23	4,17,20,21	<b>allegations</b> 15:24	72:24 73:17 74:8,18,
<b>able</b> 156:12	<b>actively</b> 92:8 137:24	16:19 18:15 21:1	24 75:3 76:3 77:20
<b>accept</b> 94:7	138:2,5,17,18	44:21 63:21 117:19	78:7,19 79:25 80:3,
<b>acceptable</b> 12:13	140:16 159:22,25	167:23	18,21 83:17 84:8,12
13:18 69:10 103:15	<b>activity</b> 146:8	<b>alleged</b> 44:21 64:7	85:13 86:11 87:3,7,
<b>accommodate</b> 13:16	<b>actual</b> 81:11,13	95:15 118:4,8,22	17 88:2 89:4,5,8
<b>accompanied</b> 101:22	<b>add</b> 43:17	119:6 165:1 168:24	90:8,10 92:2,3,7,10
<b>account</b> 134:24	<b>adding</b> 20:22	170:21	93:3,14,17 94:1,6,
137:10,13 150:22,23	<b>addition</b> 78:14 92:9	<b>alleging</b> 160:3	18,24 95:8,12 96:6,
151:6,9,10,12	114:4 115:3 125:9	<b>Allergan</b> 43:21 53:22	19 97:23 98:2,6,12
<b>accounted</b> 150:1	127:15 139:13	55:24 56:6	99:6,19,23 100:9,23
153:4	150:11	<b>allow</b> 11:9,10 12:25	101:3,18 102:2,20
<b>accounting</b> 113:23	<b>additional</b> 20:22	<b>allowed</b> 140:11	103:4,10 104:5
155:5,10 156:11	43:17 53:20 110:23	157:2,5,8	106:1,14,16 107:20
<b>accounts</b> 152:11,16	131:17 139:10	<b>alongside</b> 135:10	108:2,18 109:1,6
155:13	169:23		110:3,16,18,23,25
<b>accuracy</b> 47:17	<b>address</b> 10:11		111:2,7,10,20,21
			112:7,15,20 114:17
			115:10 116:6 117:2,
			15,19 125:13
			127:20,22 130:14

132:16,22,23 133:11,16 134:15,23 135:9,16,19 136:1, 20,22 138:4,18 139:1 140:16,17,19, 24 141:1,4,9,13,16 142:2,11 144:6,19 146:18,23 147:7,25 148:5 149:13,16 152:8 154:1,8,12 155:14,20 156:10,13 157:5 159:8,9 160:19 162:5,14,17, 18,25 163:10,23 164:2 165:19 166:11 168:20 170:10 171:24 <b>Amalgamated's</b> 40:8, 17 51:6 64:23 66:14 69:18 91:25 92:20 93:22 98:24 99:16, 17 108:15 129:2 132:13 133:13 134:1,4,6 154:19 167:22 168:15 <b>amended</b> 84:12 <b>America</b> 8:8 13:22,23 24:19,21 25:12 117:8 <b>amount</b> 20:15 31:16 51:11 72:13,21 115:15 147:4 157:21 <b>analysis</b> 168:8 <b>analyst</b> 25:16 117:14 143:16,18,21 161:9, 23 <b>and/or</b> 148:15 <b>announced</b> 171:16 <b>answer</b> 12:11 13:9,16 32:13,16 34:2,7 45:25 47:18 48:1 52:10 55:21 60:22 61:7 67:19 68:7 74:1	86:18 103:7 110:9 127:2 128:16 130:22 168:2 <b>answered</b> 128:15 129:18 130:21 131:8 <b>answering</b> 39:13 112:5 <b>answers</b> 11:6,10,19 13:2 163:13 <b>anticipated</b> 72:23 <b>anybody</b> 14:12 17:22 30:25 32:3 74:3 77:19 87:6 98:5 102:1,20 103:3 <b>apart</b> 139:25 <b>apologize</b> 74:22 104:3 153:9 166:25 <b>appear</b> 167:19 <b>application</b> 102:2 <b>applies</b> 55:5 70:25 <b>apply</b> 163:13 <b>appointed</b> 46:9,15 49:10 51:24 54:25 55:1,3,21,22 56:3,8, 12 80:4 101:10,22 154:20 166:11 <b>appointment</b> 78:18 88:22,23 91:6,7 97:3,4,8,9 102:13,14 168:17 <b>appreciate</b> 77:23 <b>approach</b> 64:18 67:3 <b>approached</b> 45:10, 15,16 50:6,7 64:9, 12,15 67:8,11 68:15 <b>appropriate</b> 112:15 <b>approved</b> 94:12 102:2,21 <b>approximately</b> 8:4 58:22 63:2,7 107:6, 11 131:24 132:3	134:6,10 170:11 172:11 <b>April</b> 37:4 <b>Aptus</b> 8:14 <b>area</b> 97:16 114:2,12 <b>areas</b> 30:19 <b>arrangement</b> 69:20 70:4,20,25 71:4 <b>arrangements</b> 73:12 94:24 <b>articulated</b> 116:18 <b>aside</b> 78:2 140:3 156:7 <b>asked</b> 42:15 53:4 74:22 115:6 128:14 130:20 131:8 163:9 <b>asking</b> 11:5 22:25 24:8 33:12,18 77:15 94:23 128:23 130:1 <b>asserted</b> 33:5 63:21 118:9,16,22 <b>asserting</b> 117:19 <b>assertion</b> 128:8 <b>assets</b> 134:7,9,12,17 138:4,5 139:11,23 145:5 <b>associate</b> 9:23 <b>associated</b> 66:15 74:9 <b>Associates</b> 148:17, 20 <b>association</b> 74:19 <b>assume</b> 52:10 53:10 77:1 <b>assuming</b> 14:9 49:23 55:1 81:10 111:21 <b>assumption</b> 81:11 86:8,10 <b>attend</b> 18:5 132:6	<b>attended</b> 18:1 <b>attention</b> 39:25 42:10 49:2 63:15 65:18 78:4 86:24 92:6 148:10 <b>attorney</b> 154:13 <b>attorneys</b> 13:7 <b>attorneys'</b> 69:22 95:3 <b>audible</b> 11:18 <b>audibly</b> 11:22 <b>August</b> 75:9 162:21 164:21,23 165:8,11 170:9,22 <b>authority</b> 146:20 <b>authorized</b> 82:2,6,16 85:24 86:12 89:18 90:6,15,19,25 <b>automatic</b> 153:23 <b>automatically</b> 142:12 153:13 <b>Avenue</b> 8:12 10:13 <b>award</b> 70:12,14,16 72:12 <b>awarded</b> 58:22 <b>aware</b> 17:17,25 30:12 44:20 61:16 63:20 64:6 98:7 100:9,19 108:14 113:15 114:7 115:19 117:5,15 118:6,14
<hr/>			
<b>B</b>			
<hr/>			
<b>back</b> 10:19,22 22:4,7 25:11 29:8 36:7 39:9 49:2 51:18 63:5 65:18 69:1 72:14 85:4 86:25 87:23 89:10 98:9 106:21 107:9 116:2 132:2 135:12 148:7 150:5			

154:15 158:24 160:12 166:22 168:11 169:3 172:14 <b>background</b> 132:13 <b>balance</b> 142:14 144:8 <b>ballpark</b> 15:12 144:15 153:24 <b>bank</b> 8:6 14:23 17:16 22:17 24:15,17 26:17 27:5,9,17,21 28:9,17 30:12 34:15, 16 36:15 44:24 47:11,12 48:6,11,13 58:7 64:17 65:2 67:4,9,11,13,15,23 68:18 70:12 71:9,11, 14,16,19 73:17 74:8, 18 75:3 78:7 79:25 80:3,19 83:17 87:17 88:2 89:4,5,9 90:8, 10 92:2 93:3,14 94:1,18 98:12 99:19, 23 102:20 103:10 106:1 109:1 112:15, 20 116:6 132:23 134:15,16 135:16, 19,20,21,22 136:1, 15,20,21,22 137:11 138:4 144:6 146:23 155:20 168:20 <b>Bank's</b> 14:15 18:4 41:11,17 42:3 92:3 107:20 108:2 <b>banking</b> 61:12,22 62:10 81:1 117:3 <b>banks</b> 136:6 <b>Barrett</b> 68:23 69:9,11, 14,21 71:1,4,12,14 73:25 <b>based</b> 38:16 114:13, 16 118:25 122:24 127:6 128:8 131:11 142:18,23 143:3,4,6,	7 150:10,19 151:3,5, 18 152:23 153:13 155:8 156:3,6 163:16 164:24 165:15,16 170:21 171:12 <b>basically</b> 31:19 <b>basis</b> 71:8,13 86:9 93:21 103:21 104:3, 17 105:2,4,11 106:9 116:11,17 118:21 123:2 124:21 126:21 127:11 128:1,7,21 129:2,10,15 130:15, 17 145:22,24 <b>Bates</b> 26:14 28:6 41:16 43:4 75:11 79:10 83:2 91:3 97:5 108:1 166:5 <b>bear</b> 150:25 <b>becoming</b> 20:3,25 64:23 <b>beginning</b> 12:17 36:8 <b>behalf</b> 8:19,22,24 9:2, 5 27:21 31:2 32:5 36:12,14 38:8 65:15 72:24 76:3 99:21 117:16 127:19 128:20 134:13,17 136:16 149:13,16 <b>belief</b> 93:21,22 119:6 122:17,21,24 124:4 125:24 126:22 <b>believe</b> 17:12 34:4, 11,18 38:23 39:11 44:14 47:20 49:15 52:22 60:16 63:23 64:3,9 68:25 69:7 70:22 72:3,6 75:1 84:25 86:2 87:9 89:8,25 90:1 94:17 95:7,20 103:18 111:6 118:8 123:3,5,	11,16 124:2,17 125:14 126:17 127:13 133:4 134:2 138:15 141:14 153:16 155:2,16 157:20 169:8,22 <b>bell</b> 133:3 <b>benchmark</b> 142:18, 23 143:1,2 150:21 170:18 171:4 <b>benefit</b> 93:6 94:2,4 <b>best</b> 11:8 12:6 14:4 15:12 21:15 30:1,17 31:10 39:12 47:16 48:24 53:12 56:24 61:19 72:10 75:2,5 77:20,21 93:4,12 95:8,17 96:18 103:25 136:24 167:22 <b>better</b> 76:12 121:24 135:22 136:11,13 137:11 142:12 <b>beyond</b> 23:25 51:4 57:12 58:1 61:5 76:4 94:8 104:19 109:8 <b>billion</b> 134:10 <b>bit</b> 142:21 144:11 149:23 165:21 <b>biweekly</b> 103:20,21 104:1,23 <b>block</b> 84:1 <b>board</b> 133:16,20 134:1,4 138:13 150:13 <b>Bollinger</b> 8:7 75:20 <b>book</b> 150:17 <b>boss</b> 147:20 <b>bottom</b> 65:21 66:10 75:22 80:10 84:19 88:3 98:15 116:8 157:16 167:13 169:6	170:6 <b>bought</b> 169:23 <b>break</b> 13:13,17 20:20, 21 62:7,23 70:2 107:3 161:4 <b>Brian</b> 8:18 9:19 28:1 51:2 77:14 106:19 129:13 132:5 <b>brief</b> 97:16 <b>briefed</b> 130:9 <b>briefly</b> 9:18 86:24 132:10 164:5 <b>bring</b> 116:2 137:7 <b>broad</b> 70:9 100:17 108:25 114:6 119:19 150:24 <b>broadly</b> 70:7 72:10 103:22 112:4 115:4 138:25 139:4 141:21 150:8 152:13 153:20 <b>brought</b> 23:14 130:16 138:16 151:25 <b>build</b> 143:15 <b>bullet</b> 42:21 49:5 51:20 55:17 <b>Bureau</b> 121:24 127:7 <b>business</b> 25:6 62:11 117:3,11 <b>buy</b> 143:2 153:21 171:12 <b>buying</b> 158:10 163:11 <b>buys</b> 154:25
<b>C</b>			
<b>call</b> 146:6,14 150:14 151:16 157:23 172:3 <b>called</b> 133:8 <b>calls</b> 19:3,5 32:11 67:17 68:6 69:25			

106:11,12 124:9 125:1 126:3,15,23 128:15 130:20 144:3 151:19 152:17 168:5 170:23 171:9 <b>candidates</b> 144:22 <b>capacity</b> 31:21 33:13 34:21 35:4 36:12 62:4 80:22,23,24 99:15 144:5 <b>Capital</b> 24:19 25:12 <b>caption</b> 76:20,22 <b>captioned</b> 60:2 <b>careful</b> 109:17 <b>carries</b> 148:12 <b>case</b> 8:10 13:20 16:9 17:14 20:2 21:20 22:5,9 37:20 45:12 46:5,8 49:8 51:16 52:4,16 56:2,9 59:1 63:21 65:20 69:14, 23 80:1 84:20 101:10 114:8 127:23 129:24 130:8 139:9 165:1,22 <b>cases</b> 55:4 <b>cash</b> 143:6,8 146:6 158:15 <b>catalyst</b> 125:11 <b>caught</b> 141:23 <b>caused</b> 23:10 <b>caution</b> 33:25 45:20 50:9 59:11 60:6,20 86:16 126:25 168:1 <b>cc</b> 43:3 <b>CCA</b> 14:1 23:15 83:21 100:7 117:22 118:15 119:10,17,23 120:4, 10,16,21 121:8,13 122:3,11,14,16,17, 21 123:3,8 124:2	125:15,17 127:9,12 131:9,18 168:21 <b>CCA'S</b> 120:22 121:1, 18 131:17 155:1 <b>CEO</b> 126:1 <b>certain</b> 28:3 100:18 114:3 137:1 147:4 148:15 150:16,21 151:14 166:18 <b>certainly</b> 51:8 75:17 128:24 <b>certification</b> 78:17 79:7,11 80:3,11 81:4,15,22 82:17 83:19 85:5,7,16,23 88:6,22 89:10,14,21 91:6 97:3,7,22 101:21 102:13 154:17 168:16 <b>certifies</b> 47:17 <b>CFOS</b> 126:1 <b>Chain</b> 43:5 <b>chair</b> 34:19 <b>challenging</b> 38:19,20 <b>change</b> 13:2 146:20 <b>changes</b> 143:4 <b>characteristics</b> 150:11,12,16 <b>characterize</b> 139:17 <b>check</b> 166:17 <b>chief</b> 25:25 126:1 147:19 <b>choosing</b> 144:22 <b>chose</b> 46:3 <b>chosen</b> 34:5,12 <b>Chris</b> 43:1 <b>Christopher</b> 9:1 84:6 <b>circumstances</b> 52:24 <b>cited</b> 122:14	<b>cites</b> 169:1 <b>claim</b> 129:16 <b>claims</b> 33:5 45:17 64:7 65:15 116:11, 17 128:1,21 129:11, 15 130:15 160:3,9 <b>clarification</b> 16:23 77:17,24 <b>clarify</b> 12:9 19:3 32:25 33:7 38:12 65:9 68:14 88:25 94:20 100:13 105:3 110:12 137:18 138:5 141:18 152:4 160:17 165:2 <b>class</b> 40:9,10,18 41:5 42:17 51:6,8 56:17 60:10 74:10 83:21 88:6,21,22,23 91:5, 6,7,25 92:3,9,10,12, 15 93:17,20,24 94:4, 7,11 95:15,22 96:12, 15,17,21 97:3,4,7,8, 9,21 98:25 99:8,18, 22 102:13 119:24 120:4 121:18 122:3, 19 124:18,22 127:6 128:10 148:1 155:2, 18 160:7,10 162:19 164:17,20 165:11 168:8,16,17,21 171:17 <b>clean</b> 10:23 <b>cleaner</b> 11:11 <b>clear</b> 11:20 12:7,8 18:13 66:8 129:7 <b>client</b> 25:9 129:2 146:7 158:7,12 <b>client's</b> 126:17 <b>client-servicing</b> 114:1,12 <b>clients</b> 117:16 118:1	120:12,24 126:14 127:5 128:8 130:16, 18 136:24 <b>clients'</b> 137:13 <b>closed</b> 139:10 <b>closest</b> 33:1,4,8,14 <b>co-lead</b> 46:9,15 47:24 48:22 51:24 <b>Cognizant</b> 51:20 53:12 <b>collected</b> 112:21 <b>collecting</b> 113:10 <b>collection</b> 114:24 <b>Collective</b> 26:17 27:6 28:10,18 83:18 <b>column</b> 167:7,12 169:17 <b>combination</b> 153:16 <b>combined</b> 55:19 <b>come</b> 10:19,22 29:8 <b>comes</b> 116:9 146:3 <b>coming</b> 28:4 107:23 133:1 <b>comment</b> 13:3 36:1 <b>commercial</b> 81:1 136:21 <b>committed</b> 92:7 <b>committee</b> 18:4,5,6 20:2 48:5,11,16,19 53:8,9 65:4,12,13 68:20 137:21,24 138:10 144:24 145:19 147:22 <b>common</b> 168:21 <b>communicate</b> 145:23 146:12 <b>communicated</b> 95:13 96:19 106:15 <b>communication</b> 43:14 103:11,16,17,
--	---	--	---



24 104:1 106:8 <b>communications</b> 34:18 64:5,22 104:5, 7 106:1,5,7 108:22 109:18 110:10 123:4 127:1,3 <b>companies</b> 119:3 122:22 136:11 141:16 143:12 144:3 163:2 <b>companies'</b> 144:9 <b>company</b> 58:21,23 60:10 117:14 120:10,11 127:14 132:17 138:11,13 140:24 144:2 151:17 152:2,17 153:2,5 161:12 171:7 <b>company's</b> 150:13 151:13,23 <b>comparisons</b> 145:7 <b>complaint</b> 18:15 75:9,12,20 76:1,14 77:2,7,11 82:2,5,15, 24 83:3 84:12 85:12, 15,19,24 86:3,5,12, 13 87:1,4,7 89:7,18, 22,23 90:5,6,9,13, 19,24 100:23 116:18 118:4,9,17,23 119:7 129:11,14,19,20,23 130:9 167:24 170:12,22 171:7 <b>complaints</b> 21:2 <b>complete</b> 14:4 <b>compliance</b> 114:3,13 <b>components</b> 137:2 <b>composition</b> 143:12 <b>compound</b> 70:1 <b>computer</b> 111:22 <b>computer-generated</b> 155:9	<b>conception</b> 136:14, 19 137:6 <b>concerned</b> 71:7 <b>concluded</b> 172:25 <b>concludes</b> 88:10 <b>conclusion</b> 12:23 55:14 124:10 125:1 126:4,16,24 128:15, 24 130:20 168:5 170:24 171:10 <b>conference</b> 19:3,5 106:11,12 144:3 150:14 151:19 152:17 <b>confidential</b> 37:16, 19,22 46:2 172:18 <b>conjunction</b> 25:7 111:14 159:17 <b>connection</b> 14:8 16:8 22:20 31:24 36:16 44:3 45:16 50:5,7,18 52:19 53:11 55:4 57:8 61:12,21 62:6, 10,17,18 67:3,8 70:6 74:5 84:9 94:19 95:10 100:11 154:19 160:4,25 161:2,6,9, 17 163:11 166:15 <b>consider</b> 67:14 140:1 143:15,21 144:8 160:25 161:4,5,9,16 163:11 171:25 <b>consideration</b> 33:19 <b>considered</b> 67:24 162:6 171:24 <b>considers</b> 153:12 <b>consistent</b> 92:15,19, 25 93:10 <b>consolidated</b> 82:24 83:3 87:1 100:22 <b>constant</b> 103:11,16	<b>construct</b> 138:14 <b>contact</b> 149:8 <b>contained</b> 47:18 124:16 <b>contended</b> 120:16 <b>content</b> 22:15 64:2,5, 21 103:3 104:6 105:16 <b>contents</b> 23:9 34:17 <b>context</b> 36:25 105:5, 12 <b>contingency</b> 70:20, 22 <b>continue</b> 92:13 147:4 170:10 <b>continuing</b> 92:8 <b>contractor</b> 122:7 <b>contractors</b> 123:14 <b>contracts</b> 157:13 <b>contradicted</b> 120:25 131:16 <b>contradiction</b> 120:9 122:2 <b>control</b> 133:19 <b>controls</b> 142:13 <b>conversation</b> 35:24, 25 <b>conversations</b> 103:12 122:25 <b>Corecivic</b> 8:19 9:21 13:20,24 14:1 41:18 42:4 52:21 95:14,22 107:21 108:3 110:25 116:12 117:4,7,16, 20 118:16 122:11 124:18 125:18 128:2 147:24,25 148:16 149:4 153:25 154:6, 9,13 155:13,18 156:21 157:12 159:9 160:4,20 161:2,3,6,	10,17,18 162:2,7,10, 13,15,18 163:12,14, 23 164:3,12,14,21 165:10,18 170:13,16 171:15,25 172:3 <b>Corecivic's</b> 41:12 108:16 110:5 121:18 126:2 148:9 <b>corp</b> 50:5,18 55:24 123:18 <b>corporate</b> 22:16 23:7 27:16 35:11,16 38:5, 11,12,17 44:15,17, 21 49:15,17,19 52:5, 8 54:5,8,17,20 58:21 63:16 76:2 111:23 133:14 136:4,13 137:12 138:12 143:5 150:12 158:18 <b>Corporation</b> 8:8 13:21,23 117:8 <b>correct</b> 12:11 14:10 16:9 30:7 41:1 46:10,20 49:23 66:2, 25 68:24 71:20 77:8, 9,11,13 84:6,10,16 85:8,9 87:21,22 89:16,20 90:14,16, 17,22 91:1,2,14,16, 19,23 95:10,11,23 98:4 100:8 101:2,19, 20 102:18,24 104:21 105:14 106:24 111:25 118:5 120:5 122:8,9 124:19,20 125:20,22 126:5,11, 14 127:20,23 128:3, 13 155:23 156:25 160:14 161:21 163:5,18 164:18 <b>corrected</b> 23:19 <b>correctional</b> 117:25 119:11
---	---	--	--

<p><b>corrections</b> 8:8 13:1, 21:23 117:8 122:17 126:1</p> <p><b>corrective</b> 165:1</p> <p><b>correctly</b> 24:6 42:9</p> <p><b>correspond</b> 162:1</p> <p><b>corresponding</b> 162:5</p> <p><b>cost</b> 74:4,19 117:24 121:25 127:10 131:20</p> <p><b>costs</b> 72:22 73:13,21 74:9 94:10,18 95:4,9</p> <p><b>counsel</b> 8:16 9:25 12:25 14:16,19,21, 22 15:19 16:14 17:20 18:8,19,25 20:3,8,11 21:9 30:19,24 32:15 33:3, 4 39:2 46:7 48:5,11, 16,17,19 52:19,25 53:7 63:23 64:1 65:4 66:15 67:14,25 68:3 69:5,15,18 82:12 86:23 87:11,13 88:24 91:8 92:5,14 97:4,9 99:19 100:1 102:14 103:5,9 104:6,16 105:19 106:2,9,13,15 108:23 109:3,11,18 110:11 111:15 112:13 123:1 127:1 131:13 168:18</p> <p><b>counsel's</b> 18:11 109:5</p> <p><b>couple</b> 11:1 19:11,15 26:11 37:4 53:20 83:11 113:13 151:2</p> <p><b>course</b> 11:4 13:22 15:18 76:23 98:20 99:3 117:11</p> <p><b>court</b> 8:15 9:7 10:4 11:6 12:16,18,20</p>	<p>16:5,12,13 21:23 23:2 41:9 42:24 62:5,9,17 70:12,15, 17 75:7 79:5 82:22 88:19 94:12 96:25 100:16 107:18 129:13 130:10 131:2</p> <p><b>court's</b> 129:23</p> <p><b>courts</b> 72:4,8,9,11 100:2</p> <p><b>covers</b> 37:10</p> <p><b>coworkers</b> 18:6</p> <p><b>create</b> 151:6,10,11</p> <p><b>created</b> 150:19</p> <p><b>criteria</b> 145:2</p> <p><b>crop</b> 146:11</p> <p><b>culture</b> 145:9</p> <p><b>currencies</b> 139:3</p> <p><b>current</b> 24:23 60:11</p> <p><b>currently</b> 26:7 69:6</p> <p><b>custom</b> 25:6</p> <p><b>customers</b> 135:10 136:16</p> <hr/> <p style="text-align: center;"><b>D</b></p> <hr/> <p><b>D-1</b> 26:14</p> <p><b>D-10</b> 166:5</p> <p><b>D-2</b> 28:6</p> <p><b>D-3</b> 41:16</p> <p><b>D-3a</b> 43:4</p> <p><b>D-4</b> 75:11</p> <p><b>D-5</b> 79:10</p> <p><b>D-6</b> 83:2</p> <p><b>D-7</b> 91:3</p> <p><b>D-8</b> 97:5</p> <p><b>D-9</b> 108:1</p> <p><b>damaged</b> 83:21</p>	<p><b>damages</b> 165:22 168:22 169:12</p> <p><b>data</b> 81:13 145:13 151:10 155:9 156:11</p> <p><b>date</b> 23:25 24:4,9 37:5 63:25 64:13 75:21 81:21 82:7 85:22,23 157:22 158:6 159:3,5 160:21 162:15,23 164:3,11,14,21 166:10 167:5 169:18 170:5,8</p> <p><b>dated</b> 24:9,12 43:1 85:7 170:22</p> <p><b>dates</b> 16:18 20:14 155:25</p> <p><b>Davidson</b> 8:14</p> <p><b>day</b> 11:5 81:22 91:21</p> <p><b>day-to-day</b> 138:13 146:5</p> <p><b>days</b> 172:21,23</p> <p><b>deal</b> 37:20</p> <p><b>decide</b> 72:11 141:15 142:3,17,22 144:24 153:22</p> <p><b>decided</b> 17:16 46:6 68:2 72:3,7,9 160:20</p> <p><b>deciding</b> 35:7 142:13 143:14</p> <p><b>decision</b> 20:14 33:22 35:11 47:23 53:5 55:3 65:7,14 66:14 146:21</p> <p><b>decisions</b> 48:13 136:16 137:7 142:11 144:7 149:3,12,16 150:7 163:14</p> <p><b>declaration</b> 88:20 91:4,11,20 92:24 135:13</p>	<p><b>decrease</b> 38:15</p> <p><b>defendant</b> 41:11,18 42:4 59:21 107:21 108:3</p> <p><b>defendants</b> 8:20,22, 25 9:22 116:12 125:18,25 128:2,22 132:12</p> <p><b>Defendants'</b> 26:13, 15,24 27:1,4,13,24 28:8,14,16,23 29:2 39:19,25 41:24 42:2, 25 43:11,15 44:7 46:16,19 47:18,21 49:4 51:18 53:19 54:12 55:17 65:18 66:11 72:15 75:8 78:4,6 79:6,18 82:17,22 83:13 84:20 85:4,10 86:25 87:20,24,25 88:19 89:14,23 90:12 97:1 98:10 101:1 102:11, 17 107:19 116:3,4 165:24</p> <p><b>define</b> 92:23,24 93:11 139:8,19</p> <p><b>defined</b> 93:8</p> <p><b>definition</b> 139:5</p> <p><b>defraud</b> 126:2</p> <p><b>defrauded</b> 117:23</p> <p><b>degree</b> 152:24</p> <p><b>deliver</b> 158:13</p> <p><b>delivered</b> 157:25 158:16,17,21</p> <p><b>demand</b> 84:1</p> <p><b>demands</b> 31:19</p> <p><b>demonstrated</b> 124:17</p> <p><b>department</b> 113:24 119:1,15 123:6 127:15 134:15 136:22</p>
---	---	--	---

<b>department's</b> 134:8	<b>designee</b> 32:5 130:14	<b>discussed</b> 24:7 29:17	82:8,9,11,20 86:20,
<b>departments</b> 81:13	<b>designing</b> 152:9	39:10 62:19 81:21	22 100:18 107:22
<b>depending</b> 112:2	<b>desire</b> 13:17	162:7	108:5,16,19 109:6,
139:5 142:5	<b>detail</b> 129:18	<b>discussing</b> 21:5 24:1	13,20 110:1,4,5,17,
<b>deposed</b> 10:16 36:9,	<b>details</b> 17:18 38:17	32:6 103:2	19,21,23,24 111:2,7,
11	<b>determine</b> 156:4	<b>discussion</b> 31:13,15,	11,17,24 112:8,14,
<b>deposition</b> 8:5 9:18	<b>determined</b> 70:11,15,	18,25 35:19,21	16,22 113:10,15,16,
10:24 11:7 12:16,17,	16	48:15,18 53:7 172:7	20,25 114:3,8,25
24 14:8,10 18:22	<b>development</b> 25:9	<b>discussions</b> 30:22,25	115:9,19 166:18
21:10 22:2,21 26:16	<b>difference</b> 20:25	31:4,9 32:2,4 63:22	<b>doing</b> 93:12 99:6
27:4,9,12,18 28:9,17	126:7 138:16	64:1 103:3,4 105:17,	<b>DOJ</b> 119:21 120:3,16,
29:9 30:19 39:13	<b>different</b> 35:24 38:17	18 117:11 131:12	19 121:5,15,16,21
42:8 78:6 84:9 87:21	62:3 80:22,23 90:19	<b>distinction</b> 17:10	123:24 124:1,7,15,
88:1 98:11 99:16	150:10	21:7	23 128:9 131:15
116:5 132:6	<b>difficulty</b> 16:25	<b>District</b> 8:9,10 49:9	<b>dollar</b> 72:12
<b>depositions</b> 31:17	<b>diligence</b> 145:11	<b>diversity</b> 150:13	<b>DOP</b> 128:9
<b>derivative</b> 37:1,8	<b>direct</b> 39:24 42:10	<b>dividend</b> 158:1,22	<b>doubt</b> 155:24
38:6,22,25 39:3	49:2 65:17 78:3	<b>division</b> 18:7 134:9	<b>Dowd</b> 9:5 84:2
<b>derivatives</b> 36:24	83:12 92:8 98:8,13	138:3,8 144:21	<b>drafting</b> 77:7 87:3
<b>describe</b> 21:25 22:14	122:2 138:12 146:23	145:20 147:14,22	98:6
37:6,12 52:3 54:3	147:20 148:10	<b>divulging</b> 32:14	<b>drawing</b> 17:11
73:11 91:24 99:17	<b>directing</b> 92:6	<b>docket</b> 83:19 84:21	<b>driver</b> 33:21
137:16 142:20 145:1	<b>direction</b> 112:21	<b>document</b> 26:21	<b>Drug</b> 43:22 53:23
153:18 154:24	154:13	28:20 41:15 46:11,	56:6
<b>described</b> 20:8 48:14	<b>directly</b> 26:2,8 94:11	12,13 69:2 75:16	<b>due</b> 158:6,18
123:24 146:12	<b>director</b> 24:25 25:4	79:21,25 80:7 81:6,	<b>Duke</b> 44:5,14,17,22
<b>describing</b> 38:7	32:17	7,8,11 82:14 83:11	45:12,17 46:4,8
121:6 129:15	<b>directors</b> 133:17	84:15,19 85:1 91:13	47:24 58:11,15 59:3
<b>description</b> 49:13	<b>disbursement</b> 73:21	97:17,20,23 98:3,6	<b>duly</b> 9:10
55:1 58:6 92:20	<b>disbursements</b> 72:22	100:19 108:10 110:6	<b>duties</b> 91:25 92:3,12,
<b>designate</b> 29:11,19,	73:14 74:4 95:4,9	154:18 155:19	20 99:7
24 30:5 33:22 35:11	<b>disclose</b> 109:17	156:1,4,8 157:16	<b>duty</b> 92:2
40:16 66:20 73:3	<b>disclosing</b> 30:22	163:16,19 164:11,24	<b>DVD</b> 63:6 107:10
78:22 88:10 99:5	34:17 50:15 123:4	165:15,16,25 166:4,	
116:16	<b>disclosure</b> 17:9	14 167:16 169:3,6,9	
<b>designated</b> 27:16	<b>disclosures</b> 165:1	170:6	<hr/>
30:6 32:9,20 33:13	<b>discrete</b> 97:16	<b>documents</b> 15:20,22	<b>E</b>
35:16 39:14 66:24	<b>discuss</b> 31:23 40:25	16:3,12,16 17:4,6	<hr/>
73:8 76:2 79:2 88:15	41:2 146:9	19:23 20:1 21:9,13,	<b>E-b-i-x</b> 36:22
99:12 116:22 127:25		14,21 22:3,7,15,19,	<b>E-l-e-a-n-o-r</b> 10:5
128:20		23 23:1,7,10,14,21	<b>e-mail</b> 42:25 43:5,8,
		24:1,5,7,9,12 42:7	14

<p><b>earlier</b> 19:25 20:1,24 35:20 40:22 53:4 55:4 62:2 74:22 94:17,22 95:20 137:20 156:23 162:25 164:25</p> <p><b>earnings</b> 151:24 153:5</p> <p><b>easier</b> 62:8 140:15</p> <p><b>easily</b> 150:23</p> <p><b>Ebix</b> 36:20 37:7 38:11,15,22,25 39:3</p> <p><b>ECF</b> 169:1,5</p> <p><b>effect</b> 12:20</p> <p><b>efficiently</b> 10:25</p> <p><b>Eight</b> 24:16</p> <p><b>Eileen</b> 9:10 149:8,10 162:6</p> <p><b>either</b> 30:23 55:9,11, 14 71:18 123:6 154:1</p> <p><b>Eleanor</b> 9:9 10:5 88:20 91:4</p> <p><b>employed</b> 24:18 25:14</p> <p><b>employee</b> 24:15 26:7</p> <p><b>employees</b> 26:2,5 135:1,9 147:7</p> <p><b>employment</b> 25:12</p> <p><b>ends</b> 169:18</p> <p><b>Energy</b> 44:6,14,18,22 45:12 46:4,8 47:24 58:11,16 59:4</p> <p><b>engage</b> 68:2 156:24 157:9</p> <p><b>engaged</b> 122:18 124:5</p> <p><b>engagement</b> 52:24</p> <p><b>engaging</b> 125:19</p>	<p><b>ensure</b> 10:23</p> <p><b>entailed</b> 52:8</p> <p><b>entire</b> 42:13 57:6 83:9 92:15 130:8</p> <p><b>entities</b> 95:13</p> <p><b>entitled</b> 75:9 129:1</p> <p><b>entity</b> 65:13 123:22</p> <p><b>entry</b> 51:23</p> <p><b>environmental</b> 136:10,12</p> <p><b>equities</b> 25:1,4 32:18</p> <p><b>equity</b> 25:6,16 139:2, 10,12</p> <p><b>Erik</b> 8:14</p> <p><b>ERISA</b> 136:23</p> <p><b>escapes</b> 123:19</p> <p><b>ESG</b> 136:4,8 137:2</p> <p><b>essence</b> 38:4</p> <p><b>essentially</b> 43:15 81:16</p> <p><b>established</b> 48:8</p> <p><b>estate</b> 139:14,15</p> <p><b>estimate</b> 15:9,13 19:18 22:6 56:21,23 167:22</p> <p><b>estimates</b> 151:24</p> <p><b>et al</b> 8:8 43:23</p> <p><b>evaluate</b> 152:20,23</p> <p><b>evaluator</b> 145:13</p> <p><b>event</b> 75:19</p> <p><b>events</b> 15:23 16:17 20:12</p> <p><b>exact</b> 64:13 143:1,11</p> <p><b>exactly</b> 24:12 115:13</p> <p><b>examination</b> 9:13 29:6,15,20,23 40:1,6 65:21,25 66:10,13 72:15,16,17,18,20 78:9,12,16 88:5,16</p>	<p>98:14,15,22 99:3,13 116:8,10,23 129:9 132:7 172:25</p> <p><b>examined</b> 9:12</p> <p><b>example</b> 20:13 113:6 139:2 140:7 146:25</p> <p><b>excuse</b> 44:7 46:22 66:6 71:23 162:14</p> <p><b>executed</b> 47:13 92:24</p> <p><b>executives</b> 131:9</p> <p><b>exhibit</b> 26:13,14,24 27:1,13,24 28:6,14, 23 29:2 39:19,25 41:10,16,25 42:3,25 43:4,11,16 44:7 46:16,19 47:18,21 49:4 51:18 53:19 54:13 55:17 65:19 66:3,11 72:15 75:8, 11 78:4 79:6,10,18 82:18,22 83:2,13 84:20 85:4,11 86:25 87:20,24 88:19 89:15,24 90:12 91:3, 10,18 97:1,5 98:9 101:1 102:11,16,17 107:19 108:1 109:7 116:3 135:13 148:8 154:16 165:24 166:5 168:11,14 169:4,16 170:3</p> <p><b>exhibits</b> 26:11 55:19</p> <p><b>expected</b> 72:23</p> <p><b>expenses</b> 72:22 73:14,21 74:4,9 94:10,18 95:4,9</p> <p><b>extent</b> 11:21 32:11 67:17 68:5 69:25 168:4</p> <p><b>external</b> 140:19 145:12</p> <p><b>externally</b> 144:12</p>	<p><b>F</b></p> <p><b>Facebook</b> 60:2,5</p> <p><b>facilities</b> 117:25 119:12 120:13 127:9</p> <p><b>fact</b> 46:9 80:17 81:21 91:17 101:15,17 114:23 118:9,23 119:7 120:22 122:6 124:23</p> <p><b>factor</b> 35:3,7 137:3</p> <p><b>factories</b> 153:3</p> <p><b>factors</b> 136:4,8,11 142:22 151:5,7,9,10 163:17</p> <p><b>facts</b> 16:17 17:5 21:11 40:7 98:23</p> <p><b>fair</b> 31:18 77:6 80:2 92:12 102:19 112:6 114:10 164:22</p> <p><b>fairly</b> 93:23</p> <p><b>faith</b> 92:16,25 93:10, 12</p> <p><b>false</b> 118:3,8,10,15, 22,23 119:7,24 120:4,16,21,25 121:9,12,19 122:18 124:6,18,22 125:14, 19 126:18 127:4,13 131:10</p> <p><b>familiar</b> 17:14 18:14 20:25 27:11,23 44:9 49:11 52:1 54:1 60:1 69:20 70:4,8 91:13 122:6 133:7,13</p> <p><b>familiarize</b> 26:21 28:20 41:15</p> <p><b>familiarized</b> 16:7 20:3</p> <p><b>family</b> 147:24</p> <p><b>Faraz</b> 43:2</p>
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Eleanor Innes - 30(b)(6)

<b>gain/loss</b> 168:8	<b>gestures</b> 11:23	125:5,16,23 126:6, 12,20 127:17 128:6, 12,18 129:4 130:3, 11,13 131:2,21 132:5 172:19	<b>group</b> 123:17,21 124:3,5 155:5
<b>Garrison</b> 68:23 69:11	<b>getting</b> 104:6 109:5 113:25 130:7	<b>go</b> 17:16 23:18 31:16 36:7 89:10 100:1,21 109:20 110:3 111:22 131:21 144:12,20,21 151:16 153:14 172:8,14	<b>growth</b> 150:10,17 153:3
<b>gathered</b> 81:8 113:14,16	<b>gist</b> 38:4		<b>guess</b> 16:24 157:23
<b>gathering</b> 113:20	<b>give</b> 14:3 15:5,9 18:1 19:18 21:15 22:6 38:4 49:13 56:21,23 58:5 59:10 146:6		
<b>gears</b> 144:11	<b>given</b> 32:24 33:19 37:3 143:1		<hr/> <b>H</b> <hr/>
<b>Geller</b> 9:2,5 55:8 56:16 57:23 58:6,12 60:18 64:10,12,14, 19 67:2,12,24 68:3, 15 69:21 70:6,13,21, 23 71:6,10 72:1 73:13,18 74:23 75:3 81:10 84:2 89:7 90:7,9 109:15	<b>giving</b> 11:6 36:12,14	<b>goal</b> 143:10	<b>half</b> 15:14,15 167:2,4 170:11
<b>Geller's</b> 61:1	<b>Glennon</b> 8:18 9:14,20 17:1 20:19 23:16 26:12,19 28:4,12 30:10 32:21 33:9 34:8 35:1,9 37:14,24 38:2 39:23 41:22 43:6 45:23 48:7 50:13 51:10,14 53:3 57:4,14 58:3,14,24 59:13 60:13,24 61:9, 18 62:1,15,24 63:8 65:5 66:2,6,9,12 67:22 68:10,21 70:2, 3 73:19 74:12,14,21 75:15 76:8,18 77:5, 16,18,23 78:1 79:16 82:21 83:7 85:21 86:4,21 88:18 89:2 90:23 91:9 93:7 94:5 95:19 96:1,4,13,24 97:12 100:15 101:8, 14 102:5,9 103:1,14 104:11,13,18 105:7, 9,15,23 106:23 107:4,12 108:8 109:4,12,23 110:14 111:9,18 112:17 113:1,7,17 114:9,21 115:7,16 116:1 118:2,13,20 119:4, 13 120:1,14 121:2, 14 122:5,15,23 123:20 124:13	<b>going</b> 11:1 22:4,7 25:11 26:10 29:4 30:2 31:20 32:10 35:16 37:18 39:9 40:4 41:9 42:24 44:1 45:20 51:2,12,18 53:18 60:20 61:4 62:7,24 63:2 65:17 72:14 75:7 78:3 79:5 82:21 83:8 85:4 86:16 87:23 88:18 96:25 97:15 98:8,13 107:6,18 111:24 112:8 113:9 116:2 129:8 130:2 131:24 132:12 165:23 172:11,16	<b>handful</b> 14:24 18:20 22:10 56:25
<b>general</b> 14:16 18:1,8, 11,19 25:2 31:15 32:15 33:3 35:20 36:1,2,4 42:20 44:23 46:6 48:5,11,13,16, 17,19 49:13 52:3 53:7,21 54:3,15 63:22 64:1 65:4 66:19 71:24 73:1 78:14,21 88:9 99:4 114:16 115:4 116:15,17 122:25 139:12		<b>good</b> 9:15,16 12:3 34:15,21 63:9,10 92:15,25 93:10,12 136:2,3 137:5 171:16	<b>happening</b> 28:13
<b>generally</b> 22:14 27:11,23 29:13 37:6, 13 38:1,3 40:17 41:2 44:2,11 49:12 52:2 53:11 54:2 58:18 68:7 70:7 73:11,16 86:18 103:22 108:24 114:17 117:11 140:10		<b>governance</b> 22:17 23:7 44:15,17,21 49:16,17,19 52:5,8 54:5,8,17,20 58:21 133:14 136:4,11,13 137:12,16,18 150:12	<b>happen</b> 103:13 143:5
<b>Generic</b> 43:21 53:22 56:6		<b>Grae</b> 8:7 75:21	<b>happened</b> 17:7,8 147:1 158:5 163:6
<b>Geo</b> 123:16,21 124:2, 5		<b>Gregory</b> 49:9	<b>happens</b> 146:8
		<b>ground</b> 11:1,14	<b>happy</b> 12:9
			<b>head</b> 11:20,24 113:23 159:11 162:24
			<b>headline</b> 152:18,21 153:11
			<b>headlines</b> 150:14 152:1,12
			<b>heard</b> 117:7,9,10,14
			<b>heart</b> 54:21
			<b>hedge</b> 139:2 171:25 172:3
			<b>Heights</b> 10:9,13
			<b>held</b> 117:15 132:19 142:7 143:6 154:1,3 155:14 159:21,23 169:18,21,23
			<b>help</b> 12:11 29:13 135:22,23 136:3
			<b>helped</b> 113:24 114:2, 4
			<b>helpful</b> 101:1
			<b>helping</b> 136:6

Index: gain/loss—helping

<b>hesitate</b> 12:6	<b>included</b> 123:23	70:1 81:8 86:17	<b>intends</b> 92:13
<b>history</b> 145:4	<b>including</b> 94:10	98:23 100:7 103:9	<b>intent</b> 18:21
<b>Hogan</b> 79:8,13 80:11, 15 81:3 85:19,24	140:4	105:10 127:7	<b>intentional</b> 127:13
87:10,13 89:6 90:5	<b>income</b> 139:13 143:7	128:17,25 130:23	<b>intentionally</b> 126:14
<b>hold</b> 142:25 144:3	147:15,18	131:17 149:25	130:18
147:3 163:1 165:19	<b>incorporated</b> 83:20	150:15 153:13 156:6	<b>interest</b> 64:23
170:10,15,17 171:3	<b>incorrect</b> 126:8	159:12 160:24	<b>interests</b> 93:23
<b>hour</b> 15:14,15 19:20, 21	<b>increased</b> 151:23	161:25 163:10 168:2	136:24
<b>hours</b> 15:14,16 18:21 19:20,21	<b>incurred</b> 72:23 74:5	170:21	<b>internal</b> 14:16 17:15
<b>housing</b> 139:11	<b>independent</b> 86:9	<b>informed</b> 35:15	18:3 22:3,7
<b>huh-uhs</b> 11:19	<b>index</b> 34:5,12 117:13	<b>initial</b> 17:19,24 21:19	<b>internally</b> 44:23
	138:24 140:12	23:13 24:6 76:1	141:21 142:2,15,16
	141:2,4,19 142:6,8, 14,16 143:1,3,4,6,7, 11,12,17 148:23,25	79:24	154:2
	149:1,19 156:17	<b>initially</b> 18:14 20:1	<b>interrogatories</b>
	170:16,20 171:2,6, 19	<b>innes</b> 9:9,15 10:5,7, 16 14:6 24:14 26:10, 14,20,23 28:6,13,22	41:12,19 42:5 65:20
<b>I</b>		39:24 41:9,16,23	148:9
		42:24 43:4,10 47:6	<b>interrogatory</b> 42:11, 13,15 43:17 44:4,8
<b>I-n-n-e-s</b> 10:6	<b>indexed</b> 25:6,15	53:18 56:15 61:10	46:19 49:3 51:19
<b>idea</b> 57:5	<b>indicate</b> 153:21	62:2 63:9,14 72:20	55:20 65:25 66:5
<b>identification</b> 26:18	<b>indicated</b> 84:18	75:7,11,16 78:13	148:11
28:11 41:20 43:5	<b>indicator</b> 153:12	79:5,10,17 83:2,8	<b>interrupted</b> 135:25
75:13 79:14 83:5	<b>individual</b> 8:20 9:21	87:23 88:20 91:3,4, 10,24 96:25 97:5,13	<b>intimate</b> 35:3
91:8 97:10 108:6	36:11 113:9 116:12	98:8 99:15 100:8	<b>introduce</b> 9:19 26:11
166:7	125:18,25 128:2,22	107:13,18 108:1,9	<b>introduced</b> 9:17
<b>identified</b> 44:3	<b>individually</b> 29:8	116:2 127:18 132:9	132:10
112:21 114:23	<b>individuals</b> 26:1	166:5	<b>invest</b> 134:23 135:9
<b>identify</b> 8:17 112:14	34:20 35:7 39:16	<b>input</b> 152:8 153:10	136:2 137:3 139:23
113:2 122:10	43:3 114:12,23	161:20	141:16 142:3,7
<b>identifying</b> 110:4	115:6 134:13	<b>inside</b> 14:21	<b>invested</b> 139:11
111:11 112:8	<b>industry</b> 61:11,21	<b>insofar</b> 71:6	172:2
<b>imagine</b> 115:14	<b>influence</b> 142:22	<b>instance</b> 21:1 71:25	<b>investigate</b> 22:8
<b>implement</b> 153:22	<b>influenced</b> 163:17	152:24	<b>investing</b> 137:5
<b>important</b> 11:8,18	<b>inform</b> 119:5	<b>institutional</b> 133:7	<b>investment</b> 17:8 18:7
<b>in-house</b> 14:22 15:19	<b>information</b> 32:12,14	<b>institutions</b> 131:19	20:14 25:8 26:18
16:14 17:20 18:19	33:1 34:1,3 37:21	<b>instruct</b> 13:8 108:21	27:6 28:11,18 44:25
25:6 30:23 145:12, 14	40:7 42:18 43:16	163:1	45:1 49:24 52:11
<b>inaccuracies</b> 47:21	45:22 46:3 48:3	<b>intend</b> 97:15	61:12,22 62:11
<b>Inc.'s</b> 41:18 42:4	50:10,16 58:19 60:7, 21 61:2 67:18 68:6	<b>intended</b> 126:2	80:12,18 83:18
107:21 108:3			132:14 134:9 136:15
			137:1,15 138:3,8

Eleanor Innes - 30(b)(6)

139:2 144:21 145:4, 8,19,20 146:21 147:13,22 148:21 149:12,15,21 150:7, 9 151:1 158:13 159:18 171:11 <b>investments</b> 32:23 137:4 138:9 139:13 160:25 <b>investor</b> 133:8 <b>investors</b> 95:22 <b>invoices</b> 71:7,17 <b>involved</b> 35:10,14 62:4 64:24 65:7 87:3 98:6 <b>involvement</b> 33:20 38:18 77:7 <b>issue</b> 15:24 20:12 49:16,19 52:6,8 54:6,8,18,20 64:7 65:2 130:6,15 146:5 <b>issued</b> 119:2,15 129:14 <b>issues</b> 44:17,21 58:21 146:11 <b>issuing</b> 60:10 <b>Item</b> 89:17 <b>items</b> 81:16	<b>Johnston</b> 68:23 69:10,11,22 71:1,4, 12,15 73:25 <b>Johnston's</b> 69:14 <b>joining</b> 24:17 <b>Juan</b> 60:2,4 <b>Judge</b> 21:18 49:9 <b>July</b> 8:3 43:1 162:11 <b>June</b> 88:7 91:21 102:22 164:12,22,23 168:18 <b>jury</b> 84:1 <b>Justice</b> 119:1,15 123:6 127:15	101:3,15,17 102:1, 19 103:2,19 104:4, 19,22,25 105:4,17, 25 106:14 107:2 108:18 110:16,18 111:19 112:7 113:9, 13,19 114:22 115:2, 13 117:2 120:15 123:21 129:13 133:23,25 134:3,13 149:15,25 151:22 152:11,22 153:18,24 155:3,6,12 156:3,20 158:5 159:5,8,12,16, 20 160:19,23 162:4, 13,16,17,20,23 163:6 164:2,13 165:13,14,18 170:25 <b>knowledge</b> 32:23 33:19,20,22 35:3 39:20 40:7 48:24 53:13 60:17 61:13, 17,19 71:19 72:11 74:6 75:2,5 77:20,21 95:8,18 96:18 98:23 114:14 156:15 <b>known</b> 13:24 21:3	94:24 97:2,6 102:12 168:15 <b>laws</b> 75:10,13 79:8,12 82:25 83:4 116:13 128:3,23 168:24 <b>lawsuit</b> 13:23 15:24 16:8 17:25 18:16 20:4,12 21:11 36:23, 24 37:1 44:22 50:5 52:21,25 54:1,4,9,21 56:13 59:15,18,24 60:1,15 64:8,24 65:8 67:5,9,15,25 68:4, 15,17 69:5,18 70:6 71:19 95:10,15,21 96:9 100:11 103:6 116:25 117:6 126:13 154:10 <b>lawsuits</b> 42:16,21 43:18 44:2 53:20 54:23 55:9,11,15,16, 20 56:17 57:17,20, 23 62:3,19 75:4 <b>lawyer</b> 25:17 151:1 <b>lawyer's</b> 39:4 <b>lawyers</b> 50:21,25 103:11 132:11 <b>lead</b> 21:19 26:16 27:5 28:9,17 38:24 41:4 48:10,22 49:10 53:6 54:25 55:3,22 56:3, 8,13 78:7,19 80:5 84:13 85:13 88:1,21 91:5 92:10 97:2,6 98:11 99:7 101:10, 18,23 102:3,12,14 106:16 116:5 127:22 128:20 154:20 166:11 168:15 <b>leading</b> 124:7 <b>learning</b> 17:5 <b>led</b> 38:15 120:9 125:13
<b>J</b>	<b>K</b>	<b>L</b>	
<b>J-i-m</b> 25:23 <b>Jackson</b> 10:9,13 <b>Jacobson</b> 8:24 <b>Jersey</b> 148:21 <b>Jim</b> 25:20,23 31:6,9, 24 35:18 147:19 <b>Jim's</b> 25:24 <b>job</b> 24:23 25:3,13 34:15,21	<b>K-i-m-a-n-i</b> 147:16 <b>Kang</b> 26:6 <b>keep</b> 129:7 130:1 <b>keeping</b> 38:3 <b>Kevin</b> 26:6,7 <b>Kimani</b> 147:14,16 <b>kind</b> 36:23 151:20 <b>know</b> 13:14 21:20 32:8 34:2 37:20 39:6 44:25 45:4,14,25 46:3 47:6,23 50:14 52:7,24 56:3,7,12 57:3,7,13,15,16,19, 22 58:4 59:14,17 60:4,25 61:7,24 62:5,9,14,16,22 64:2,6,11,14,17,22 65:6 67:7,10,20,21, 23 68:1,2,25 69:17 70:14 71:2,3,5,11 75:16 80:15,25 81:3, 4 82:5 85:20,22 86:11,18 87:6 89:22 90:24 98:1,5 100:17	<b>L-i-n-g-b-e-r-g</b> 25:23 <b>lack</b> 142:12 <b>large</b> 56:25 146:6 164:8 <b>larger</b> 136:6 <b>largest</b> 164:9 <b>Latham</b> 8:19,22 9:20 <b>law</b> 9:20 12:19 45:11, 15,16 46:4 50:6 56:16 58:6 60:18 66:14 67:3,7,10,14, 24 68:22 69:1,7,9 70:25 71:18 73:12	

Index: investments-led

<b>left</b> 9:23,24 132:5 157:16 167:2	17:16,17 22:17 23:14 24:7 31:17 33:5,21 34:16 35:3 36:17,19 37:8 38:6, 22,25 39:3,7,11 43:22 44:10,13,14, 18 45:17 49:11,14 50:18,22 52:1,20 53:12,16,23 54:16 56:7,11 57:6,9 58:5, 8,10 59:4,9 60:5 63:15 65:3,15 68:16, 19 72:2 74:5,10,19 75:6,21 76:1,14,23 92:8 93:5 94:19 99:18,21,25 102:6 117:20 127:12 137:8,9,14 147:3,5 151:25 163:2	154:15,17 157:15 160:12 162:9 163:20 166:3 167:1 168:11 169:3 <b>looked</b> 17:6 23:1 154:16 <b>looking</b> 17:5 38:9 40:13 55:19 94:2 110:13 158:24 <b>looks</b> 160:13 163:22 167:11 <b>loss</b> 167:9,17,20,21 169:9 <b>losses</b> 166:1,6 167:23 <b>lost</b> 94:10 <b>lot</b> 38:17 160:23 <b>lower</b> 42:19 60:11 127:9 <b>Lumber</b> 58:12 59:6 <b>lying</b> 126:9,14	8 <b>management</b> 18:7 24:19 25:8,12 38:19 119:11,17 120:23 121:1 122:3 134:7,9, 10 138:3,7,8 144:21 145:6,20 147:13,22 148:17,20 149:21 <b>manager</b> 25:15 32:18 34:6,13 80:12,18 117:13 142:16 143:20 145:5 147:15,18 149:11 151:1 <b>managers</b> 145:8 <b>manages</b> 138:2,4 141:13 <b>managing</b> 25:5 33:1, 15 99:17 145:8 <b>March</b> 83:1,4 84:21 85:1 86:6,14 90:3 100:24 106:16,24 160:14 <b>mark</b> 26:12 37:15,18 41:10 42:25 47:6,9 75:8 79:6 82:22 88:19 97:1 107:19 165:23 172:17 <b>marked</b> 26:18 28:11, 14 29:2 37:22 41:20, 24 43:5,14 75:13 79:14,18 82:17 83:5 89:14,23 91:8 97:9 108:5 166:6 169:4 <b>market</b> 146:9,15 <b>marketing</b> 25:9 <b>Martin</b> 68:23 69:11 113:22 114:11 115:3 155:4 <b>match</b> 142:14 143:10, 11 <b>matter</b> 29:25 47:25
<b>length</b> 19:19 145:3,4 <b>lengthy</b> 75:17 <b>Let's</b> 44:5 89:10 100:21 172:14 <b>level</b> 33:20 <b>lied</b> 128:8 129:3 130:18 <b>limitation</b> 20:13 <b>limitations</b> 140:6 <b>limited</b> 160:9 <b>line</b> 43:3 51:3 <b>lines</b> 135:15 <b>Lingberg</b> 25:20,23 31:6 35:18 147:19 <b>Liquid</b> 58:12 <b>Liquidators</b> 58:13 59:6 <b>liquidity</b> 150:22 <b>list</b> 18:1 26:4 42:15, 21 51:20 81:15 100:21 162:9 <b>listed</b> 27:12,24 39:18 43:3 44:6 55:16 132:17 155:19 156:1,16 160:16 <b>lists</b> 84:20 164:16 <b>litigant</b> 62:18 <b>litigation</b> 16:19	<b>litigations</b> 48:21 74:24 <b>little</b> 20:17 142:21 144:11 149:23 165:21 <b>LLC</b> 68:23 148:17 <b>loans</b> 139:13 <b>local</b> 9:25 69:5,15,18 <b>locate</b> 109:20 111:23 <b>located</b> 98:15 <b>logistic</b> 31:19 <b>long</b> 15:10 20:18 24:14,20 43:8 129:14 130:9 172:4 <b>longer</b> 80:21 <b>Longview</b> 26:17 27:6 28:10,18 32:19 38:9 45:5,6,7 50:1,2 52:13 57:9,10 83:17 137:17,22,25 139:9, 14 146:22 147:8,24 155:21 159:24 <b>look</b> 111:22 135:14	<b>M</b> <b>maintains</b> 60:18 <b>major</b> 132:21 <b>majority</b> 133:20 <b>making</b> 33:21 35:10 48:12 121:9 124:6 125:19 144:7 <b>Mallinckrodt</b> 43:23 54:11 55:24 <b>manage</b> 137:25 140:17 141:4,9 142:15 <b>managed</b> 45:5 134:13,18 138:6,17, 19,21,23 140:16 141:21 142:2,16 144:12 154:1,2 159:22 160:1 161:5,	

50:8 56:4 63:12 132:6 135:13 <b>matters</b> 8:7 30:14 31:2,11 32:6 <b>maximize</b> 92:4,9 <b>maximum</b> 92:14 93:5, 15 94:2 99:20,24 100:2 <b>Mcgee</b> 8:23 9:25 <b>mean</b> 12:8 14:19 16:23 20:13 33:8 100:5 135:18 136:9 151:5 169:21 <b>meaning</b> 65:9 134:24 152:15 <b>means</b> 12:18 27:20 105:4,11 <b>measures</b> 150:22 <b>meet</b> 14:12,14,22 <b>meeting</b> 19:12 23:15 36:1,2,4 <b>meetings</b> 15:6,10,19 17:15,19,20,24 18:2, 3,14 19:14,19,22 20:7,10 21:8 22:24 44:23 106:11,12 <b>members</b> 18:6,9 92:12 93:24 <b>memo</b> 123:24 <b>memorandum</b> 97:2,6 102:11 119:1,2,5,15, 22 120:20 121:5,16, 17,22 122:10,14 123:7 124:1,7,8,15, 16,23,24 127:16 131:15 165:5 168:15 <b>memorandums</b> 21:17 <b>memory</b> 106:19 <b>Menold</b> 49:6 55:23 56:2	<b>mentioned</b> 18:24 19:25 59:6 69:8 136:8 <b>meritorious</b> 92:16 93:1,11,13 <b>met</b> 14:15,16 18:18, 24 <b>methods</b> 168:7 <b>middle</b> 8:10 168:19 <b>million</b> 58:23 168:22 169:12 <b>mind</b> 11:2 133:1 <b>minus</b> 150:20 <b>minutes</b> 18:20 <b>misleading</b> 38:14 100:7 118:10,15,22, 23 119:7,10,16,25 120:5,16,21,25 121:9,13 122:19 125:14 126:19 127:4,14 131:10 <b>misled</b> 117:23 126:18 <b>missed</b> 153:10 <b>mission</b> 135:19 <b>misspoke</b> 104:24 157:7 <b>misstates</b> 95:25 120:18 125:1 <b>model</b> 139:22 150:19 151:8,12 152:5,9,11 153:10,14,20 156:18 161:21 <b>Mohammadi</b> 43:2 <b>moment</b> 10:19 25:11 26:10,21 28:19 36:7 37:14 41:14 43:7 47:3 74:25 89:11 131:22 <b>money</b> 134:23 135:9 137:13 145:8	<b>monitor</b> 92:5 145:15 <b>monitoring</b> 60:19 61:1 <b>month</b> 170:11 <b>monthly</b> 71:8 104:23 145:22,24 146:10 <b>months</b> 19:11,15 37:4 <b>Morgan</b> 8:21 9:23 132:9 <b>morning</b> 9:15,16 10:2 63:9,10 <b>motion</b> 21:18,19 78:18 80:4 88:6,21 91:5 97:3,7,21 101:10,22 102:12 154:19 166:15 168:16 <b>Movant's</b> 165:25 166:6 167:13 <b>move</b> 48:25 51:12 53:18 55:3 137:15 <b>moved</b> 49:9 54:25 55:21 101:16,18 106:16 166:11 <b>moves</b> 10:24 <b>Moving</b> 147:23 <b>Mulvenna</b> 9:10 <b>Mutual</b> 24:19,20 25:12 <hr/> <b>N</b> <hr/> <b>name</b> 8:14 10:4 21:21 39:4 58:5 69:1,4 117:9,10 123:19,22 132:9 133:6 147:16, 17 <b>named</b> 38:21 40:9 42:16 48:22 79:7,11 84:13 85:13 98:24	101:18 102:3 117:7 124:2,3 <b>narrow</b> 130:5 <b>nature</b> 18:15 37:6 54:4,16 59:17 <b>Navient</b> 49:6 50:5,18 51:16 55:23 <b>near</b> 128:9 <b>need</b> 13:13 16:11 82:9,14 109:16 146:4 <b>negative</b> 152:21 <b>negativity</b> 152:25 <b>never</b> 61:20 106:4 <b>new</b> 8:12,13 9:11 10:10,14 17:5 148:21 153:10 <b>Newark</b> 148:21 <b>news</b> 150:14 152:1, 12,18,21 153:11 171:16 <b>Nieman</b> 44:5,9,12 <b>Nikki</b> 8:7 75:20 <b>nods</b> 11:19,24 <b>non-court</b> 21:25 <b>non-quantitative</b> 159:25 <b>nonverbal</b> 11:23 <b>Notary</b> 9:11 <b>note</b> 28:1 61:4 132:4 154:16 <b>Noted</b> 51:10 <b>notice</b> 11:24 26:15 27:4,9 28:8,16 51:4 57:12 78:6 88:1 98:11 116:4 <b>notices</b> 127:8 <b>number</b> 29:5,10 43:2 46:25 57:1 62:3 66:10 84:20,21
---	--	---	---



106:17 <b>numbers</b> 26:14 28:6 41:16 43:4 75:11 79:10 83:2 91:3 97:5 108:1 166:5 <b>numerous</b> 81:12 112:25 123:12 141:19	134:19 135:2 140:9 141:17 142:4 143:23 147:9 149:17 150:3 153:6 157:1 159:15 160:5 161:14 166:16 169:13 170:14,23 171:9,18 <b>objections</b> 28:2,7,15 29:1 40:15 41:11,18 42:4,20 61:23 66:19 73:1,3 78:5,14,21 87:25 88:9,10 98:10 99:4 107:20 108:3, 15 112:23 113:4,12, 21 115:1,11 116:4, 15 125:8 130:2,19 131:6 <b>obligated</b> 74:8 <b>obtain</b> 92:14 <b>obtained</b> 72:2 <b>obvious</b> 156:3 <b>obviously</b> 11:16 18:6 51:7 83:9 97:13 <b>occasions</b> 18:20 <b>occurred</b> 160:14 164:17 <b>October</b> 40:19 64:3 78:17 79:9,13 81:23 85:7,23 86:13 90:1, 25 166:4,10 <b>offer</b> 138:18 139:1,4 <b>offered</b> 63:16 80:4 <b>offerings</b> 139:7 <b>office</b> 18:11 <b>officer</b> 25:25 114:4, 13 126:1 147:20 <b>officers</b> 138:12 147:7 <b>official</b> 21:20 <b>officials</b> 38:15 <b>Oh</b> 21:14 166:23	<b>OIG</b> 165:4,7 <b>okay</b> 10:22 11:3,12 15:4 16:2,15 17:7, 13,19 19:12 21:4,7 30:11 63:17 76:19 82:13 87:15 105:3 108:24 109:16 112:1,6 114:22 115:8 121:15 132:15 140:2 144:17 149:23 153:18 157:23 158:24 165:9 172:6 <b>old</b> 158:20 <b>Oliviera</b> 147:14,16 <b>Once</b> 10:21,22 <b>ongoing</b> 60:16 <b>opening</b> 157:17,21 158:24 <b>operates</b> 114:17 <b>operations</b> 112:3 113:24 <b>opportunity</b> 13:3 26:23 28:22 41:23 43:10 79:17 <b>opposed</b> 11:23 34:19 <b>optimistic</b> 151:23 <b>option</b> 157:9,13 <b>order</b> 37:10,17 68:18 82:14 93:5 100:2 108:19 129:14 139:22 147:4 151:17 154:9 <b>ordered</b> 94:12 167:4 <b>ordinary</b> 117:10 <b>organization</b> 122:18 <b>organizations</b> 135:20 <b>originally</b> 23:18,21 <b>outcome</b> 51:15 53:16 55:13 59:23 60:14 <b>outright</b> 126:9	<b>outset</b> 9:17 53:15 <b>outside</b> 14:19 17:22 18:25 20:8,10 21:9 30:24 32:3,15 33:3 63:22 67:11 74:20 103:5 104:5 105:18 106:1,15 111:15 123:1 135:7 <b>overall</b> 35:8 <b>overarching</b> 143:10 <b>overlooked</b> 136:7 <b>overriding</b> 137:3 <b>overrule</b> 146:20 <b>oversee</b> 137:21 <b>overseeing</b> 146:19 <b>oversight</b> 25:7 138:10 147:20 <b>overview</b> 25:3,13 <b>owes</b> 92:11 <b>owned</b> 45:1 49:25 132:23 147:25 157:21
<hr/> <b>O</b> <hr/>		<hr/> <b>P</b> <hr/>	
<b>O'neil</b> 113:22 114:11 115:3 155:4 <b>O-l-i-e-v-e-r-a</b> 147:17 <b>oath</b> 12:16 63:12 107:16 <b>object</b> 13:8 32:10 51:3 61:5 68:5 167:25 168:4 <b>objection</b> 16:21 20:16 23:12 30:8 33:6,24 34:22 35:5 39:21 45:18 53:1 57:2,11,25 58:9 61:14 62:12,20 64:25 67:16 69:24 73:15 76:4,15 77:3, 12 85:17 86:1,15 90:21 93:2,25 95:16, 24 96:10,22 100:12 101:7,12 102:4,7,23 104:8 105:6,13,20 106:18 107:1 109:8, 22 110:7 111:4,12 112:11 114:18 115:22 117:21 118:11,18,24 119:8, 18 120:6,17 121:10, 20 122:12,20 123:15 124:9,25 125:21 126:3,10,15,23 128:4,11,14,19 130:4,19 133:21		<b>p.m.</b> 43:2 131:24 132:3 172:11,25 <b>page</b> 39:25 42:11,19 44:6,7 46:20,22,24, 25 49:3 51:19 65:22, 23 66:11,19 72:18 75:22 78:9 83:12,25 88:3 91:18 98:16,17 116:9,14 148:10,12 157:15 160:12 166:21 167:2,4,12 168:13,19 169:17 <b>pages</b> 167:3 <b>paid</b> 71:25 <b>papers</b> 88:7	

<b>paragraph</b> 83:13,16 85:15 92:7 93:9 94:6 135:15 149:7	<b>penalty</b> 91:21	<b>phrase</b> 92:25 93:9 90:2 101:4	
<b>parameters</b> 150:20	<b>pending</b> 8:9 13:15	<b>pick</b> 151:20,22 152:2	<b>pleadings</b> 16:20 23:2 100:10,14
<b>Pardon</b> 38:20	<b>pension</b> 134:20 135:8	<b>piece</b> 38:13	<b>please</b> 8:17 9:8 10:4, 12 12:5 13:14 19:6 23:20 25:22 26:5 36:21 41:15 47:4 52:3 68:11 70:10 74:15 78:4 81:9 92:1 125:6 148:7 154:15
<b>parentheses</b> 167:8	<b>people</b> 16:18 18:5 81:12 112:25 113:14 114:1	<b>Pinto</b> 149:8 162:6	<b>plus</b> 150:20
<b>part</b> 34:23,24 47:10, 11 81:1 96:12,14 106:9,10 112:3 125:13 145:3,20	<b>percent</b> 150:21	<b>Pinto's</b> 149:10	<b>point</b> 11:25 12:4 13:3 42:21 49:5 51:20 63:19 82:1 87:18 98:9
<b>Partially</b> 122:25	<b>percentage</b> 72:1,7,8, 12 134:12,14 153:25	<b>place</b> 15:6,10 19:15 36:5	<b>pointed</b> 119:9,16
<b>participate</b> 113:14 144:2 154:10	<b>perfectly</b> 103:15	<b>plaintiff</b> 9:2,6 21:19 26:16 27:5,16 28:9, 17 38:21,24 40:16 41:5,10,13,17,19 42:3,5,17 43:15 44:3 46:8,9,15 47:24 48:10,22 49:9,10 51:23,24 53:6 54:24, 25 55:3,21,22 56:4, 8,12,13 59:21 66:20 73:3 78:7,19,22 79:7,11 80:1,5 82:1, 6,15 83:16 84:13 85:13,15 88:1,10 89:18 90:12 92:10, 21 98:12 99:4,7 101:10,15,18,23 102:3 106:16 107:19,22 108:2,5 116:5,16 127:22 128:21 148:14 154:20 166:12	<b>points</b> 55:17 151:10
<b>participated</b> 113:9,19 114:14,24 115:3	<b>perform</b> 31:20	<b>Plaintiff'</b> 83:18	<b>policies</b> 140:7
<b>participates</b> 103:4	<b>performance</b> 145:15, 21 146:5	<b>plaintiff's</b> 78:5 88:21 91:5 97:2,7 101:9,22 102:12 148:8,11 149:7 168:16	<b>portfolio</b> 32:18 60:19 61:1 142:16 143:20 144:5,8 145:5 147:15,18 150:19 151:11 158:6,8
<b>participation</b> 40:9 98:24 135:7	<b>period</b> 12:24 15:5 16:14 83:21 93:20 95:15,22 96:17,21 119:24 120:4 121:19 122:4,19 124:6,18, 22 127:6 128:10 131:9 148:1 155:2, 18 160:7,10 162:19 164:10,17,20 165:12 168:9,22 169:24 171:17	<b>plaintiffs</b> 29:10,18,23 30:4 95:21 96:6,9	<b>portfolios</b> 33:2,15,23
<b>particular</b> 29:12 35:2 39:20 54:21 77:7,10 78:11 91:18 98:2 132:25 143:11 146:15 156:12,13 163:18	<b>periodic</b> 71:12,17	<b>plaintiffs'</b> 28:7,15 29:1 87:25 98:10 116:3 129:10	<b>portion</b> 37:15
<b>particularly</b> 164:8 171:16	<b>perjury</b> 91:22	<b>plan</b> 135:8	<b>portions</b> 83:11
<b>parties</b> 8:17	<b>permitted</b> 156:24 172:3	<b>PLC</b> 43:23	<b>position</b> 157:17 158:25
<b>passive</b> 45:5 139:25 140:5 141:14 148:25 149:1	<b>person</b> 19:4,5 31:1, 11 39:12 40:23 64:20 65:9,11 92:24 112:15 114:8 142:13 152:5 153:14	<b>pleading</b> 75:8 82:23	<b>positions</b> 172:4
<b>passively</b> 138:6,17, 21,23 161:5,8	<b>personal</b> 114:14		<b>positive</b> 152:21
<b>pattern</b> 114:16	<b>personally</b> 77:15,19 159:7		<b>positive/negative</b> 151:17 152:2,19
<b>pay</b> 74:8,18	<b>persons</b> 65:11 93:17 95:13		<b>positivity</b> 152:24
<b>paying</b> 71:7,9,12,14, 16 73:17 94:18 95:9	<b>ph</b> 47:7 60:2		<b>possible</b> 10:25 11:21 90:18 92:15 93:15 97:14 153:2 156:4, 10
<b>payment</b> 69:22 70:5 73:13 94:7,23 95:3	<b>phone</b> 146:9		<b>possibly</b> 130:12
<b>PE</b> 150:17			<b>potential</b> 20:4
<b>peer</b> 145:6,7			<b>potentially</b> 67:4,9

<b>practice</b> 48:9 114:16	97:24 98:3 100:10	108:4,16 109:21	<b>purchase</b> 154:9,12
<b>practices</b> 61:12,22	102:21 116:25 117:6	110:21 112:10	160:13,16,20 162:10
62:11 136:12 137:10	125:2 159:2	114:24	163:18
<b>precisely</b> 110:3	<b>prison</b> 119:3 122:7,	<b>program</b> 22:17 60:19	<b>purchased</b> 83:20
<b>predated</b> 159:2	22 123:9,13,22	61:1 151:6	93:20 95:14 96:16,
<b>predecessor</b> 117:7	127:7	<b>programs</b> 111:23	20 148:15 159:2,6,9,
<b>preeminent</b> 135:20	<b>prison's</b> 123:18	136:12	21 162:14,18 167:2
<b>premise</b> 136:5	<b>prisons</b> 121:23,24	<b>progressive</b> 135:20	171:23
<b>prep</b> 16:14	131:18	<b>projections</b> 151:24	<b>purchases</b> 162:10
<b>preparation</b> 14:10	<b>private</b> 119:3 121:23	<b>promise</b> 163:20	165:25 166:6
16:8 21:10 22:2,21	122:7,16,17,22	<b>proper</b> 31:1	<b>purchasing</b> 159:13
42:8	123:9,13,17,18,22	<b>proposals</b> 65:3	161:2
<b>preparations</b> 14:7	131:18 139:2,10	<b>proposed</b> 92:10 99:7	<b>purported</b> 40:10
<b>prepare</b> 51:5	<b>privately</b> 132:19	<b>prospective</b> 40:8	<b>purposely</b> 117:22
<b>prepared</b> 29:22 30:18	<b>privileged</b> 30:23	98:24 120:24	126:18
40:25 41:2 155:3,6	32:3,11,14 34:1,18	<b>protect</b> 93:23	<b>purposes</b> 158:14
<b>preparing</b> 18:22	45:21 48:2 50:10,15	<b>protective</b> 37:10,17	<b>pursuant</b> 79:7,11
30:13 81:5,7	58:18 60:7,9,21 61:2	<b>provide</b> 25:2,13 26:4	156:17 157:13
<b>present</b> 8:17 40:8	63:23 64:5,22 67:17	70:9 92:12	172:17
144:23	68:6 69:25 86:17	<b>provided</b> 37:7 70:12	<b>pursue</b> 22:5 65:14
<b>presentation</b> 48:10	103:9 108:22 110:10	82:11 86:23 131:12	68:19 93:4 99:20,23
<b>presented</b> 48:4	123:4 128:17,25	<b>provider</b> 145:13	100:1,5
<b>presently</b> 10:7	130:23 168:2	<b>provides</b> 40:6 55:21	<b>pursuing</b> 22:18 45:16
123:23	<b>privy</b> 103:12	66:20 72:21 78:16,	127:12 137:14 147:3
<b>president</b> 24:25 25:4	<b>pro</b> 94:8	22 83:16 88:5 92:7	163:2
80:12,18	<b>probably</b> 15:2 115:15	94:6 116:10,16	<b>pursuit</b> 103:5
<b>previously</b> 21:3 29:2,	<b>procedure</b> 48:9,14	<b>providing</b> 118:1	<b>put</b> 23:23 30:2 39:10
18 62:19	<b>proceeds</b> 169:19	122:1 168:7	75:17 78:2 81:11,13
<b>price</b> 150:17 163:25	<b>process</b> 53:10 55:2,5	<b>proving</b> 100:6	90:7 104:2 119:21
169:19	132:14 142:20	<b>PSLRA</b> 129:17	120:3 172:19
<b>prices</b> 156:1	144:22 145:2	<b>public</b> 9:11 123:18	<b>putting</b> 79:25 109:2
<b>Pricing</b> 43:22 53:23	153:19,23	125:11 131:16	121:1 156:7
56:7	<b>produce</b> 30:20	134:21 144:9 150:13	
<b>primarily</b> 132:23	108:19 111:24 112:9	151:13,15 152:16	<b>Q</b>
134:20 170:16	<b>produced</b> 110:1,17,	153:11 161:5,12,17,	<b>QMA</b> 148:19 149:3,8,
<b>primary</b> 33:21 149:7	18 111:2,7 115:10,	25	10,16 162:2,6
<b>printed</b> 167:1	14,21	<b>publicly</b> 119:22	<b>QMA'</b> 148:17
<b>prior</b> 57:17,20 87:21	<b>producing</b> 110:4	132:16	<b>QMA'S</b> 149:24
89:1 90:10 95:25	111:11,16 114:2	<b>pull</b> 158:12	<b>quality</b> 117:24 121:23
	<b>product</b> 25:9		127:9 131:20 150:13
	<b>production</b> 107:22		

Eleanor Innes - 30(b)(6)

<b>quant</b> 140:11 141:9, 11 149:20,24 150:1, 6,8,18 151:4,8,12 154:3 156:23  <b>quantitative</b> 139:17, 19,21,22 140:4 148:16,20,22,24 156:5,17 159:24 161:16,21  <b>quantities</b> 155:25 164:6  <b>quarter</b> 134:11  <b>quarterly</b> 71:8  <b>Queens</b> 10:9  <b>question</b> 11:22 12:5, 10 13:10,15,16 16:1 21:8 23:11 24:2 32:13 34:7 45:22 50:11 62:8 68:11 70:1 74:15 76:7,12 87:10 89:1 96:2 103:8 105:22 106:21 109:1 112:19 119:20 121:4 125:4,6 129:5, 7 130:22 131:1,3 135:4 141:22 146:3 148:2 168:1,3  <b>question's</b> 131:8  <b>questioning</b> 51:3  <b>questions</b> 11:5,10 12:4,7 39:13 44:1 53:21 73:24 94:23 130:1 132:13 151:2 163:9  <b>quick</b> 35:25 36:1  <b>quickly</b> 39:9 49:1 77:1 161:1 172:9  <b>quote</b> 40:16  <hr/> <p style="text-align: center;"><b>R</b></p> <hr/> <b>Radcliffe</b> 9:4	<b>ran</b> 160:23  <b>ranged</b> 15:15  <b>ranging</b> 18:20  <b>rank</b> 150:9 151:5,17  <b>ranked</b> 150:18  <b>ranking</b> 152:19  <b>rata</b> 94:8  <b>ratios</b> 150:17  <b>reach</b> 67:13  <b>read</b> 40:4 42:13 43:7 68:13 74:16 76:11 77:2 83:9 104:14 106:22 125:7 131:5 148:4 172:16  <b>reading</b> 152:5  <b>reads</b> 40:15 78:13  <b>real</b> 139:13,14  <b>realize</b> 13:22 27:20  <b>reason</b> 13:14 14:3 47:20 84:25 155:24 156:16 158:16  <b>reasonable</b> 94:10  <b>rebranded</b> 13:24  <b>recall</b> 19:9 20:5 21:5 23:4 33:16 35:15 39:4 42:9 44:16 45:9,11 49:22 50:4, 17,20,24 51:1,15 52:9,15,18 53:15,16 54:7,19 55:10,13 56:5 58:25 59:19,20, 23 60:14 94:22 95:5 100:25 101:11,24 122:13 123:23,25 154:18 163:4 164:25 166:10  <b>receive</b> 143:18  <b>received</b> 82:19 143:6, 8 157:25 158:2,4,16, 17,20	<b>receiving</b> 64:18 112:20  <b>recess</b> 63:4 107:8 132:1 172:13  <b>recognize</b> 76:20 97:17 108:9 154:22  <b>recollection</b> 15:23 16:17 20:11 21:11 22:1,20 23:2,25 85:14  <b>recollections</b> 21:16  <b>record</b> 8:2 9:18 10:12 25:21 28:2 40:5 42:14 55:16 61:5 63:3,4,6 68:13 74:16 76:11 104:2,14 106:22 107:7,8,10 125:7 129:7 131:5, 21,25 132:1,3,5 145:5 148:4 162:21 167:1 172:7,9,12,13, 15  <b>recorded</b> 11:15  <b>recover</b> 38:10 93:5, 15 94:2  <b>recovery</b> 72:1,7,8 92:4,9,14 93:15 94:9 99:20,24 100:3  <b>redemptions</b> 143:9  <b>refer</b> 23:10 69:1,9 72:14 83:10 87:23 131:14 157:19 158:3  <b>reference</b> 83:20 119:11 168:14  <b>referred</b> 73:5 82:16  <b>referring</b> 13:21,25 46:13 55:16 87:12 89:4  <b>reflected</b> 16:19  <b>refresh</b> 15:22 16:16, 24,25 20:11 85:14	<b>refreshed</b> 21:2,10 22:1,20 23:1  <b>regarding</b> 21:20 22:16 38:10,17 44:15 57:9 60:9 68:16 73:25 74:4 117:24 131:17,18 149:3 162:2  <b>regular</b> 103:23 104:3, 4,16,20 105:1,4,11, 18 106:9 146:10  <b>regularly</b> 103:18 146:17  <b>regulator</b> 61:11,21  <b>reimbursement</b> 94:9  <b>relating</b> 40:7 88:2 94:11 98:23  <b>relation</b> 57:6  <b>relationship</b> 149:11  <b>relationships</b> 117:3  <b>released</b> 165:8  <b>relevant</b> 16:18 45:2 49:25 52:12  <b>relied</b> 159:13  <b>relies</b> 140:19  <b>rely</b> 145:12  <b>remember</b> 17:7 20:24 24:11 55:12 59:22 133:6 165:5  <b>remind</b> 16:17 63:11 74:23  <b>repeat</b> 68:10 74:11,14 76:7 104:9,13 106:21 125:5 131:3 141:22 148:2  <b>rephrase</b> 22:22 24:2 68:8 105:22 106:20 130:25 135:3  <b>report</b> 25:19 120:8,22 155:9 159:3 160:16 162:11 165:4,8
--	---	---	--

167:16 <b>reported</b> 119:23 120:3 <b>reporter</b> 9:8 10:4 11:6 12:16 41:10 42:25 75:8 79:6 82:22 88:19 97:1 107:19 131:3 <b>reporting</b> 8:15 25:10 26:2,8 120:23 145:21,25 <b>reports</b> 119:21 120:3 127:8 128:9 131:11, 16 143:16,19,21 146:11 161:9,24 <b>repositories</b> 111:23 <b>represent</b> 9:21 29:10 39:12 50:22 55:8 74:23 75:19 84:18 93:18 110:20 165:7 <b>representation</b> 14:17,18 50:8 76:19 92:13 94:11,15 <b>representative</b> 27:17 35:12,17 38:5 40:9, 18 42:17 51:7,8 63:16 74:10 76:3 88:23 91:7 92:1,3, 11,21 94:8 97:4,8 98:25 99:8,16 102:14 168:17 <b>representatives</b> 34:14 <b>represented</b> 29:24 30:5 45:12 46:4 50:17 51:5 52:15 55:10 57:17,19,23 58:7,11 68:22 <b>representing</b> 34:16 39:7 67:4,9 71:18 75:3 132:11 <b>represents</b> 84:8	<b>reproduce</b> 142:9,19, 24 <b>request</b> 29:5 108:20 109:20,24 110:6,17, 21,24 111:8 112:2, 22 114:15,25 <b>requested</b> 109:7,11, 14 157:22 159:3 <b>requests</b> 30:4,6 107:21 108:4,16 110:2,19,23 111:3 112:9 113:8,11,20 115:5,10,20 <b>required</b> 13:9 146:1,2 170:17 171:3 <b>requirements</b> 35:21 171:5 <b>reside</b> 10:8 <b>respect</b> 14:21 24:1 39:17 55:14 71:18 114:11 <b>respond</b> 11:22 58:17 108:19 128:18 129:8 <b>responded</b> 129:22 148:14 <b>responding</b> 45:22 50:11 114:15 <b>response</b> 23:11 29:6, 10,15 40:13,14 42:14 44:4 46:18 49:3 51:19 54:24 65:22 66:18 71:17 72:18,25 73:1 78:9, 20,21 88:8 89:1 98:14 99:2,12 109:2 110:1,17,19 111:7 112:9 113:20 114:7 115:10 116:9,14 129:8,9 148:11 <b>responses</b> 28:7,16 29:1 41:11,17 42:3 43:17 55:7 65:19,25	66:5 72:16 78:5 87:25 98:10 107:20 108:2,15 116:4 148:9 <b>responsibilities</b> 25:3, 14 99:17 <b>responsibility</b> 136:19 <b>responsible</b> 25:5 81:5 105:17,21 111:10,16 112:8 135:16,21 136:2,15, 21 137:7,11 138:9 147:8 162:5 <b>responsive</b> 43:18 108:20 109:20,24 110:5 111:3 112:22 113:10 114:25 115:20 <b>rest</b> 48:25 <b>restate</b> 96:1 125:3 <b>restating</b> 153:5 <b>restrictions</b> 140:6 <b>restructuring</b> 158:19 <b>restructurings</b> 133:5 <b>result</b> 11:7 121:17 167:23 168:23 <b>results</b> 120:11 <b>retail</b> 134:16 136:21 <b>retain</b> 66:14 <b>retained</b> 56:15 <b>retrieve</b> 112:16 <b>reveal</b> 34:1 45:21 50:10 60:6,21 86:17 108:22 123:2 127:1 168:1 <b>revealing</b> 34:3 46:2 48:2 58:18 61:2 64:4,21 103:8 105:16 110:10 127:2 128:17 130:23	<b>revenue</b> 151:24 <b>review</b> 12:25 15:19 19:23 21:9 26:24 28:23 41:24 43:11 47:4 68:18 75:18 77:10 79:18 82:8,10, 14 83:9 86:19 97:14, 23 145:21 <b>reviewed</b> 16:2,13 20:1 21:22 22:4,7 42:8 77:22 80:7 82:2,6,15 84:15 85:15,19 87:7,17,20 89:7,8,18 90:2,5,8, 10,12,19,25 98:2 99:20 100:9,18,20 101:4 102:2,20 124:12 <b>reviewing</b> 22:23 26:22 28:21 41:21 43:9 47:5 72:19 75:14 78:10 79:15 83:6 88:4 91:15 97:11 98:21 108:7 111:16 148:13 166:8 <b>reviews</b> 65:3 <b>right</b> 28:5 66:1 84:9 90:20 91:22 94:19 104:15 111:24 126:9 133:1 167:4,8 169:17 <b>rights</b> 60:11 <b>rigorous</b> 144:22 145:2 <b>Riley</b> 8:23 <b>ring</b> 133:2 <b>Robbins</b> 9:1,5 55:8 56:16 57:23 58:6,11 60:18 61:1 64:10,12, 14,18 67:2,11,24 68:3,14 69:21 70:6, 13,21,23 71:6,10 72:1 73:13,17 74:23
--	---	---	--



Eleanor Innes - 30(b)(6)

75:3 81:10 84:2 89:7 90:7,9 109:15 <b>role</b> 32:24 35:22 40:17 51:6 59:3 62:18 69:14 143:20 149:10 <b>Ross</b> 133:8 134:3 <b>rough</b> 15:5 <b>roughly</b> 169:11 <b>row</b> 167:13 <b>Rudman</b> 9:5 84:2 <b>rule</b> 11:15 26:15 27:4 28:8,16 78:6 88:1 98:11 116:5 <b>rules</b> 11:1 172:17,22 <b>run</b> 131:19 <b>running</b> 167:3	168:20 169:6,18 <b>scan</b> 164:5 <b>schedule</b> 31:20 34:23 154:17,22 155:12 160:13 164:16 <b>scheduled</b> 103:23 106:10 <b>scope</b> 51:4 57:12 58:1 61:6,15 62:13, 21 76:5,15 77:12 109:9,22 110:7 111:5,13 112:12 114:19 115:23 123:15 <b>scrape</b> 151:16 <b>screen</b> 151:15 <b>search</b> 109:6 <b>seat</b> 134:4 <b>seats</b> 134:1 <b>second</b> 11:14 40:15 49:5 156:8 <b>sector</b> 150:21 <b>securities</b> 40:18 41:5 43:22 52:12 53:23 56:7,16 57:20,22 58:7 59:1 60:10,12 63:20 64:7 65:2 68:17 75:10,13 79:8, 12 82:25 83:4 95:14 96:20 116:13 125:20 128:3,23 142:7,18, 23,25 143:3,15 148:16 149:4 153:25 154:1 155:14,18 159:10 162:2,7,15, 18 168:23 170:12,17 171:3,23 <b>security</b> 38:18 45:2 49:25 96:17 153:21 154:9,13 <b>see</b> 29:5,9 36:3 40:11,20 42:22	43:19,24 47:1,13 49:5 51:21 53:24 54:12 55:25 66:16, 22 72:5 73:5 75:23 78:13,24 80:10,13 81:18,20,24 82:3 83:23 84:1,3,5,23 88:12 92:17 94:13 99:9 102:15 116:19 121:3 135:15 146:13 148:14 149:2,6 153:14 157:16,23 167:7,14 168:19 169:16 170:5 <b>seek</b> 47:24 53:5,6 93:15 <b>seeking</b> 93:17 <b>seeks</b> 48:9 <b>seen</b> 22:23 27:1 108:12 <b>select</b> 144:18 <b>selected</b> 32:8 34:19 <b>selecting</b> 35:4 <b>self-explanatory</b> 158:23 <b>sell</b> 143:2 153:21 157:3,6,8 163:14 171:12 <b>selling</b> 156:24 158:10 161:3 <b>sells</b> 154:25 <b>send</b> 172:20 <b>senior</b> 24:25 25:3 38:15,19 80:12,17 122:3 <b>sense</b> 12:1 13:11 14:1 32:19 <b>sentence</b> 29:14 40:15 90:11 <b>separate</b> 139:24 140:24	<b>serve</b> 28:2 33:13 35:4 67:14,25 68:3 <b>served</b> 41:4 65:20 110:22,25 <b>services</b> 122:1 127:11 149:24 <b>serving</b> 35:22 69:4 94:7 110:22 <b>sessions</b> 30:23 <b>set</b> 41:12,19 42:5 83:18 107:21 108:4 129:11,19 130:8 140:3 <b>shakes</b> 11:19,24 <b>share</b> 94:8 <b>shareholder</b> 36:25 37:8 38:6,10,22,25 39:3 59:14 68:16 133:10 147:3 <b>shareholders</b> 38:8 58:23 92:4 93:6,19 94:3 96:16,20 99:21, 24 100:3 117:23 120:24 126:2 132:21 <b>shares</b> 147:4 157:17, 21,24,25 158:2,4,16, 20,21 159:1,6,14,21 160:4 163:2,23 164:3 167:2,3 168:21 169:19,23 170:11 <b>Shenk</b> 43:22 54:11 55:24 56:11 <b>short</b> 140:11 156:21, 22,24 157:3,6,8 <b>shorthand</b> 69:11 <b>shorting</b> 140:8 <b>show</b> 158:20 <b>showing</b> 127:9 164:12 <b>shows</b> 169:9
<hr/> <b>S</b> <hr/>			
<b>safe</b> 52:23 <b>sale</b> 163:18 164:7,22 <b>sales</b> 155:1 156:21, 22 164:12,13,23 165:10 <b>sanctioned</b> 61:11,20 62:6,10,17 <b>saves</b> 75:19 <b>savings</b> 117:25 121:25 127:10 131:20 <b>saw</b> 23:21 <b>saying</b> 52:23 118:21 120:10 124:22 126:8 157:24 <b>says</b> 49:8 51:23 55:7 82:1 84:21 85:15 89:21 90:5,12 129:10 135:16 149:7 153:14 157:16 167:8			

Index: role-shows

Eleanor Innes - 30(b)(6)

<b>sic</b> 46:9 56:12 106:17 147:17	<b>sought</b> 48:21	<b>standing</b> 130:4	62:7 71:23 77:1
<b>side</b> 134:16 136:22 149:24 169:17	<b>source</b> 72:21	<b>start</b> 14:6 44:5 157:22	78:11,15 81:14 96:7
<b>sign</b> 172:16	<b>speak</b> 29:22 30:18 146:4,7	<b>started</b> 22:5,8	101:16 104:3 111:20
<b>signals</b> 152:3	<b>speaking</b> 72:10 73:12,16 103:22	<b>starting</b> 140:15	117:1 118:6 125:11
<b>signature</b> 80:11 84:1 91:17	115:4 138:25 140:10 141:21 153:20	<b>starts</b> 116:8	143:19
<b>signed</b> 79:8,12 81:4 84:5 89:6 91:20	<b>specific</b> 18:21 23:24 24:4,9 29:20 32:23	<b>state</b> 9:11 119:3 120:20 129:16	<b>structure</b> 38:10,11, 13,18 133:14
<b>significant</b> 115:15 121:25 123:11	44:16 49:18 64:20 73:8 82:13,19 83:11	<b>stated</b> 121:22 123:8	<b>stuff</b> 151:20
<b>similar</b> 138:14	100:4,10 101:4 113:5 120:15 123:10	<b>statement</b> 152:20 153:11	<b>subadvised</b> 148:16
<b>single</b> 100:19 114:7	131:15 142:8 147:23 154:6 163:21	<b>statements</b> 38:14 117:24 118:3,9,15, 22 119:6,10,16,23	<b>subadvisor</b> 140:21, 23 141:11,20
<b>sit</b> 30:11 34:19 118:7, 14 124:4 125:24	<b>specifically</b> 13:8 23:9 34:5,12 45:3 52:7	120:3,15,21 121:9, 13,18 122:2,19	144:23,25 146:4,24
<b>situation</b> 163:7	54:8,20 65:20 72:17 78:8 87:10 88:2	124:6,16,17,22 125:15,19 126:19	148:22 154:2 159:13
<b>six</b> 81:16	89:17 105:4,8 112:7 113:3 115:2 120:8, 20 121:8,12,22	127:5,14 131:10 144:9 152:5,17	160:20
<b>skip</b> 83:25	122:11,14 142:1 162:2 168:13	161:12	<b>subadvisor's</b> 146:21
<b>Sleet</b> 49:9	<b>specificity</b> 105:11	<b>states</b> 8:9 73:2 98:22 99:3	<b>subadvisors</b> 25:7 141:1 144:13,19
<b>slow</b> 153:3	<b>specifics</b> 97:15 131:14	<b>stating</b> 78:20	145:12,16,22,24
<b>small</b> 56:25 134:14	<b>speculate</b> 12:8	<b>stock</b> 38:16 83:20 93:20 117:16 146:16	146:12,19 160:24
<b>social</b> 136:10,12,19	<b>speculating</b> 157:20 158:5	150:20,23 154:6 155:1 157:8 158:1,9, 14,19,22 160:20	163:1,11
<b>socially</b> 135:16,21 136:1,15,20 137:6, 11	<b>speculation</b> 115:17, 18 159:1 171:10	161:2,3,6,10,18 163:12,14 164:3,12, 14 165:10,18 168:21	<b>subject</b> 29:25 30:14 31:2,11 32:6 40:14 42:19 73:2 99:3
<b>software</b> 156:11	<b>spell</b> 10:3 25:21 36:21 147:15	171:8,25 172:3	<b>submitted</b> 166:14
<b>sold</b> 148:15 163:23 164:2,6 167:4 169:24 171:23	<b>spend</b> 51:10	<b>stocks</b> 140:8,11 143:5 150:10,18 151:5	<b>subscriptions</b> 143:8
<b>solely</b> 116:17	<b>split</b> 158:19	<b>strategies</b> 137:1	<b>subset</b> 30:3
<b>somebody</b> 111:21	<b>stack</b> 145:6	<b>strategy</b> 103:4 137:15 138:13 142:6 159:18 171:12	<b>substance</b> 31:23 64:5
<b>sorry</b> 17:23 66:6 68:9 76:6 78:15 102:16 104:10 105:8 106:23 125:11 135:24 144:14 148:3 156:7, 9	<b>stamp</b> 75:22	<b>strike</b> 17:23 19:13 45:10 50:14,16 58:4	<b>substantial</b> 127:10
<b>sort</b> 20:15 23:1 138:14 152:6,14	<b>stamped</b> 170:5		<b>substantively</b> 13:2
	<b>stand</b> 164:7		<b>succinctly</b> 130:12
			<b>suffered</b> 168:22
			<b>sufficient</b> 129:16
			<b>suggest</b> 62:25
			<b>suggests</b> 54:24
			<b>Sullo-choy</b> 47:7,9
			<b>summarize</b> 31:13 42:14
			<b>supervisor</b> 31:7
			<b>supplementing</b> 43:16

Index: sic-supplementing

Eleanor Innes - 30(b)(6)

<b>support</b> 78:18 80:4 88:20 91:4 97:2,6 102:12 168:15	165:21	14 37:3,7,11 38:3,5, 13 86:9 87:16 95:5, 25 101:11,24 111:2 114:13,15 119:14 120:2,18 121:15 123:3 125:2 128:7	<b>titled</b> 82:23 165:25
<b>supporting</b> 88:6	<b>talked</b> 20:24 35:20 40:22 55:4 62:2 100:22 101:9,21	<b>thank</b> 10:1,15 24:13 30:16 33:11 53:9 62:25 66:7 68:12 74:13 76:10 77:16, 23,25 89:12 96:3 98:19 106:25 107:13 131:4 148:3	<b>today</b> 8:3 12:5 14:4 15:8 22:2 30:11 33:13 34:19 39:11 42:8 76:24 118:8,14 124:5 125:25 165:19
<b>sure</b> 14:24 15:25 23:22 30:9 33:10 35:13 37:5 41:8 45:19 46:1 50:12 51:13 56:20,22 59:2, 12,16 60:8 64:20 67:6 74:12 76:9 87:5,14,15,16 89:3 90:4 94:21 97:25 98:4 101:6 102:8 104:12 107:4 110:15 124:11 133:24 135:6 137:19 141:25 153:7 155:10 165:3	<b>talking</b> 14:7 23:2 39:18 89:13 95:2,3 102:10 103:17	<b>thesis</b> 137:4	<b>today's</b> 21:10 22:21
<b>surrounding</b> 52:24 103:5	<b>tasked</b> 146:19	<b>thing</b> 13:14 20:15 83:9 145:10 158:11 161:23 171:22	<b>told</b> 76:16 104:15 105:1
<b>swear</b> 9:8	<b>team</b> 25:8 47:10,11 81:2 106:3 112:3,4 120:23 121:1 145:4 149:19,21 153:22	<b>things</b> 33:14	<b>ton</b> 82:20
<b>switch</b> 144:11	<b>tell</b> 44:12 58:15 59:8 63:19,25 156:12 163:17	<b>think</b> 37:12 38:1 45:24 51:4 53:6 66:4 122:13 130:18 146:25 155:8 158:15	<b>top</b> 65:22 116:14 159:11 162:24
<b>swore</b> 12:17	<b>temperature</b> 146:15	<b>third</b> 8:12 51:19	<b>topic</b> 29:6,12,15 30:19 39:25 40:1,4,6 41:1,3 65:21 66:13, 21,25 72:17,18,20 73:4,9 78:8,12,16,23 79:3 88:2,5,11,16 98:14,15,22 99:2,13 100:17 116:8,10,22 128:1 129:9
<b>sworn</b> 9:10	<b>ten</b> 15:3,4 24:22 57:1	<b>thought</b> 17:6 158:25	<b>topics</b> 27:12,24 29:20,23 39:9,18,20 65:24 66:9 72:15,16
<b>system</b> 155:11	<b>Tennessee</b> 8:10 9:25 69:16	<b>three</b> 15:14,16 42:21 55:20,23	<b>total</b> 167:8,13,17 169:19
<b>T</b>	<b>termed</b> 139:5 159:22	<b>time</b> 8:4,16 10:2 12:24 13:4,7,13 15:5 17:8 19:8 31:16 35:21 39:22 51:11 63:1,6 74:20 75:4,19 80:19 97:24 98:3,13 101:4 102:21 107:5, 10 116:7 124:6 131:23 132:3 164:9 169:24 172:10,20,23	<b>Totally</b> 112:18
<b>Tab</b> 44:6	<b>terms</b> 31:19 56:25 123:10 165:5	<b>times</b> 10:20 14:22,25 15:1 16:18 19:2,7 106:14,17 147:2 158:11	<b>track</b> 145:5 156:17
<b>Taft-hartley</b> 134:21 135:8	<b>test</b> 106:19	<b>title</b> 24:23 25:24	<b>trade</b> 153:13,15,22 156:12
<b>take</b> 13:17 26:10,20 28:19 31:16,20 36:4 41:14 43:7 47:3 62:23 107:3 136:25 137:2,9,13 146:14 151:9,15 159:5 163:20	<b>testified</b> 9:12 36:8 85:11 89:6 94:17 95:7,20 129:24 137:20 156:23 158:25 162:25 169:8 171:2		<b>traded</b> 150:24
<b>taken</b> 8:6 19:15 150:22,23	<b>testify</b> 29:11,25 30:13 31:1,11 32:5 37:21 39:10 40:17 66:21 78:23 79:2 88:11,15 99:5 116:17,22 127:25		<b>trades</b> 156:5 157:12 170:21 171:6
<b>talk</b> 11:8 29:8,19 30:3 37:25 51:6 108:23	<b>testifying</b> 12:20 27:21 63:12 69:6 76:23 107:16 127:19 164:25		<b>trading</b> 143:22 157:10
	<b>testimony</b> 11:20 12:19 14:4 20:5 24:5 31:24 33:16 36:12,		<b>transaction</b> 163:21 170:1
			<b>transactions</b> 147:23 149:4 154:6 155:13, 17 156:16,21 157:22 161:6,10,18 164:17

Index: support-transactions

<p><b>transcribed</b> 11:7</p> <p><b>transcript</b> 10:24 11:11,16,17 12:25 13:1 37:16,19 151:16 172:24</p> <p><b>transition</b> 158:7,8,9</p> <p><b>Trauger</b> 21:18</p> <p><b>tremendous</b> 51:11</p> <p><b>Trey</b> 8:23 9:25</p> <p><b>trial</b> 13:4</p> <p><b>tries</b> 135:22</p> <p><b>triggered</b> 64:23</p> <p><b>true</b> 48:20 73:20 135:1 171:15</p> <p><b>trust</b> 18:4,5,6 20:2 25:25 48:5,16,19 50:1 53:8,9 65:4,12, 13 68:19 134:8,15 136:22 137:20,21,24 138:10 144:23,24 145:19 147:19,21</p> <p><b>trustee</b> 26:17 27:5 28:10,18 83:17 146:22</p> <p><b>trustees</b> 53:7</p> <p><b>try</b> 11:8,25 12:9 17:2 48:25 135:21,23 136:2,3,5</p> <p><b>trying</b> 66:8 130:5 142:8,18,24</p> <p><b>Tuesday</b> 8:3</p> <p><b>turn</b> 63:14 94:3 135:12 148:7</p> <p><b>turning</b> 56:6,11 86:24</p> <p><b>two</b> 43:17 53:19,21 55:9,11,15,16 73:24 94:24 125:10,12 126:1 153:17</p> <p><b>type</b> 145:9 151:25</p> <p><b>types</b> 115:5 163:10</p>	<p style="text-align: center;"><b>U</b></p> <p><b>Uh-huh</b> 81:17</p> <p><b>Uh-huhs</b> 11:19</p> <p><b>ultimately</b> 48:21 65:6 147:21</p> <p><b>ultra</b> 139:14</p> <p><b>unclear</b> 12:10</p> <p><b>underbank-</b> 135:24</p> <p><b>underbanked</b> 136:6</p> <p><b>underlying</b> 33:20 142:6 143:4</p> <p><b>understand</b> 12:5,15, 21 13:5,25 15:25 17:3,10 27:3,8,15 28:25 29:17 37:24 40:23 42:2 43:13 73:7 75:25 76:13 79:1 82:15 87:15 88:14 99:11 107:15 116:21 124:15 125:17 126:7 127:19 129:1</p> <p><b>understandable</b> 45:24</p> <p><b>understanding</b> 37:9 49:18 52:4 54:4,15 56:24 69:3,13 70:10, 16,19,24 71:21,24 73:22 74:7,17 79:20, 23 84:11 85:12 91:25 93:16 96:5,8 97:19 103:25 109:19 111:1 114:17 115:9, 13 117:18 119:20 130:17 152:7 168:6</p> <p><b>understands</b> 92:11</p> <p><b>understood</b> 24:5 111:19 112:18</p> <p><b>undocumented</b> 135:23</p>	<p><b>union</b> 132:25 133:2, 19 134:1,2</p> <p><b>unions</b> 132:24 134:21</p> <p><b>unique</b> 32:22 33:1 35:2</p> <p><b>unit</b> 113:23</p> <p><b>United</b> 8:9 133:2,19, 25</p> <p><b>universe</b> 145:7 150:9</p> <p><b>unusual</b> 146:8</p> <p><b>upheld</b> 129:23 130:10</p> <p><b>upholding</b> 129:14</p> <p><b>use</b> 69:10 139:21 144:25 150:16</p> <p><b>uses</b> 60:25 150:2</p> <p style="text-align: center;"><b>V</b></p> <p><b>valuation</b> 38:16</p> <p><b>value</b> 38:10 137:10 150:10</p> <p><b>various</b> 74:9 131:11</p> <p><b>verbal</b> 11:18</p> <p><b>verbally</b> 11:23</p> <p><b>verification</b> 47:1,4,14</p> <p><b>verifies</b> 47:17</p> <p><b>versus</b> 8:7 21:2 44:5 49:6 54:11 55:24 60:2,4 120:10 121:23 131:20 137:4 138:17 158:9</p> <p><b>vice</b> 24:25 25:4 80:12,18</p> <p><b>video</b> 11:17</p> <p><b>VIDEOGRAPHER</b> 8:1 9:7 63:1,5 107:5,9 131:23 132:2 172:10</p> <p><b>videotaped</b> 8:5</p> <p><b>view</b> 121:17</p>	<p><b>viewed</b> 85:10</p> <p><b>views</b> 129:2</p> <p><b>violated</b> 116:12 128:3,22</p> <p><b>Violation</b> 82:24</p> <p><b>violations</b> 75:10,12 83:3 123:12 168:23</p> <p><b>volume</b> 115:9,14</p> <p><b>voting</b> 60:11</p> <p style="text-align: center;"><b>W</b></p> <p><b>wages</b> 94:10</p> <p><b>waiving</b> 73:2</p> <p><b>want</b> 12:7 36:7 103:23 108:23 109:17 128:24 129:21 138:6 140:2 144:11 149:23 154:5,17 158:14 165:21 172:19</p> <p><b>wants</b> 158:12</p> <p><b>Warnock</b> 8:24</p> <p><b>wasn't</b> 85:1 90:2</p> <p><b>Watkins</b> 8:19,22 9:20</p> <p><b>way</b> 17:2 50:20 71:3 98:1 136:18 138:11 145:9 152:14,16 153:4 166:25 167:12</p> <p><b>we'll</b> 12:24 26:12 29:7 100:1 109:16 136:25 146:6,7 158:9 172:3, 17,20</p> <p><b>we're</b> 12:18 39:18 63:2 89:13 107:6 131:24 135:22 147:2 172:11,16</p> <p><b>we've</b> 43:14 62:19 82:17 89:23 153:3</p> <p><b>weekly</b> 103:19,21 104:1,22</p>
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Eleanor Innes - 30(b)(6)

<b>weight</b> 142:17,23 143:2,14 150:21 <b>weightings</b> 143:3 <b>weights</b> 150:22 <b>went</b> 14:7 112:21 164:20 <b>weren't</b> 22:10 <b>Whitworth</b> 8:21 9:24 132:4,8,10 133:22 134:22 135:5 140:13 141:24 142:10 144:1 147:11 149:22 150:4 153:8 157:4 159:19 160:8 161:15 165:23 166:2,9,19,24 168:10 169:15 170:19 171:1,14,21 172:8 <b>William</b> 79:8,12 80:11 <b>Willow</b> 9:4 <b>witness</b> 9:3,6,8 16:22 20:17 23:13 29:11, 19,20,24 30:3,5,9, 12,20 32:9,17,20 33:7 34:4,23 35:6 39:22 40:16 45:19, 21 48:4 50:12 53:2 57:3,13 58:2,10,20 59:12 60:8,23 61:8, 16,24 62:14,22 65:1 66:20,24 67:21 68:8, 12,14 73:4,8,16 74:13,17 76:6,16 77:4,13,25 78:22 79:2 85:18 86:2,19 88:11,15,25 90:22 93:3 94:1 95:17 96:3,11,23 99:5,12 100:13 101:13 102:8,24 103:10 104:9,15 105:14,21 106:20,25 107:2 108:25 109:10	110:12 111:6,14 112:13,24 113:5,13, 22 114:20 115:2,12, 24 116:16,22 117:22 118:12,19,25 119:9, 19 120:7,19 121:11, 21 122:13,21 123:16 124:11 125:3,9,22 126:5,11,17 127:4 128:5 130:25 131:4, 7 134:20 135:3 140:10 141:18 142:5 143:24 147:10 149:18 153:7 157:2 159:16 160:6 166:17,23 168:6 169:14 170:15,25 171:11,19 <b>WL</b> 133:8 134:3 <b>Wood</b> 9:1 16:21 20:16 23:12 28:1,5 30:8 32:10 33:6,24 34:22 35:5 37:9,18, 25 39:21 43:1 45:18, 20 48:1 50:9 51:2,13 53:1 57:2,11,25 58:9,17 59:10 60:6, 20 61:4,14,23 62:12, 20 64:25 65:24 66:4, 8 67:16 68:5 69:24 73:15 76:4,15 77:3, 12,14 84:6,8 85:17 86:1,15 90:21 93:2, 25 95:16,24 96:10, 22 100:12 101:7,12 102:4,7,23 103:7 104:8 105:6,13,20 106:18 107:1 108:21 109:8,22 110:7 111:4,12 112:11,23 113:4,12,21 114:18 115:1,11,22 117:21 118:11,18,24 119:8, 18 120:6,17 121:10, 20 122:12,20 123:15	124:9,25 125:8,21 126:3,10,15,23 128:4,11,14 129:6 130:7,19 131:6 133:21 134:19 135:2 140:9 141:17 142:4 143:23 147:9 149:17 150:3 153:6 157:1 159:15 160:5 161:14 166:16,21 167:25 169:13 170:14,23 171:9,18 172:14,22 <b>word</b> 142:12 <b>words</b> 48:12 124:21 151:17 <b>work</b> 12:24 92:14 136:23 <b>Workers</b> 133:2,19,25 <b>workforce</b> 139:11 <b>working</b> 80:22,23 136:3 <b>works</b> 153:19 <b>worst</b> 122:22 123:3,8 <b>wouldn't</b> 32:25 <b>wrap</b> 127:18 <b>writing</b> 129:23 <b>written</b> 11:16,17 81:7 <hr/> <b>Y</b> <hr/> <b>Yates</b> 119:2,22 120:19 121:5,16,17, 21 122:10,14 123:6, 24 124:1,7,15,23 127:16 131:15 165:4 <b>yeah</b> 34:10 165:16 172:23 <b>year</b> 36:6 <b>years</b> 24:16,22 56:22 <b>Yep</b> 15:17	<b>York</b> 8:12,13 9:11 10:10,14
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Index: weight-York